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ALL INFORMATION ONLY

David Buck

Requestor's Name

2900 East Oakland Park Blvd.

Address

Fort Lauderdale, FL 33306 #103

City

State

ZIP

Phone

(954) 501-3303E

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*****78.75 *****78.75

CORPORATION(S) NAME

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DIVISION OF CORPORATION

M. Sempier, Inc.



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DAVID E. BUCK, P.A.

CERTIFIED PUBLIC ACCOUNTANT

2900 EAST OAKLAND PARK BOULEVARD

FT. LAUDERDALE, FLORIDA 33306

PHONE (954) 561-3303 FAX (954) 566-5400

November 9, 2000

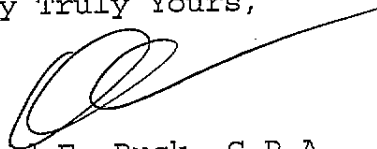
State of Florida
Department of State
Division of Corporations
Tallahassee, FL 32304

RE: M. SEMPIER, INC.

Attached are two copies of the articles of incorporation for M. SEMPIER, INC.. A check for \$78.75 is enclosed to cover the certified filing fee.

Please contact the writer regarding any additional information needed to incorporate this company in the State of Florida.

Very Truly Yours,



David E. Buck, C.P.A.

ARTICLES OF INCORPORATION
OF
M. SEMPIER, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit, pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH;

ARTICLE 1
NAME

The name of the Corporation is: M. SEMPIER, INC.

The Principal Office is: 22703 CAMINO DEL MAR BLDG 2 UNIT 62
BOCA RATON, FLORIDA 33433

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is:

22703 CAMINO DEL MAR BLDG 2 UNIT 62
BOCA RATON, FLORIDA 33433

and the name of the initial registered agent of this corporation at such address is: MARTA SEMPIER

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The names and addresses of the Directors of the corporation are as follows:

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

MARTA SEMPIER
22703 CAMINO DEL MAR BLDG 2 UNIT 62
BOCA RATON, FLORIDA 33433

ARTICLE VIII
INCORPORATORS

The name and address of the Corporation's incorporator is:

MARTA SEMPIER
22703 CAMINO DEL MAR BLDG 2 UNIT 62
BOCA RATON, FLORIDA 33433

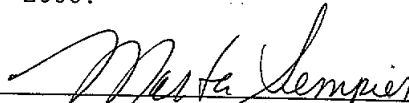
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION OF SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, I have subscribed my name this 9TH day of November, 2000.


MARTA SEMPIER, INCORPORATOR

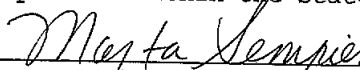
CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091 Florida Statutes the following is submitted:

That M. SEMPIER, INC., desires to organize under the laws of the State of Florida has named:

MARTA SEMPIER
22703 CAMINO DEL MAR BLDG 2 UNIT 62I
BOCA RATON, FLORIDA 33433

as its agent to accept service of process within the State of Florida.


MARTA SEMPIER

MARTA SEMPIER
Registered Agent

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00 NOV 13 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA