

UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

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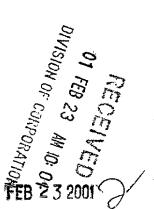
FOR PICKUP BY UCC SERVICES OFFICE USE ONLY

836558/7000U February 23, 2001

	RVUS	CORPORATION NAME (S) AND DOCUMENT NUMBER (S): mpire Acquisition Inc.	
	Film Evidence Plain/Confirmation	JO A Comment	• •
	□ Certified Copy	□ Certificate of Good Standing	
		□ Articles Only AFE FE	
		□ All Charter Documents to Include	
	Retrieval Reque	Articles & Amendments	
	□ Photocopy	□ Fictitious Name Certificates	
	□ Certified Copy	□ Other □ Other 1000037576517 -02/23/0101014020 *******70.00 *******70.00	∵ €
NEW FILINGS		AMENDMENTS	
X	Profit	Amendment	
	Non Profit	Resignation of RA Officer/Director	
	Limited Liability	Change of Registered Agent	
	Domestication	Dissolution/Withdrawal	
	Other	Merger	

OTHER FILINGS		
	Annual Reports	
	Fictitious Name	
	Name Reservation	
	Reinstatement	

REGISTRATION/Q	UALIFICATION
Foreign	
Limited Liability	
Reinstatement	
Trademark	
Other	
	~ **



ARTICLES OF INCORPORATION OF EMPIRE ACQUISITION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.				
FIRST: The name of the corporation is: Empire Acquisition, Inc.				
SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 6800 Paragon Place, Suite 500, Richmond, VA 23230.				
THIRD: The number of shares the corporation is authorized to issue is: 1,000 shares of comploi stock. \$.01 par value.				
FOURTH: The street address of the initial registered office of the corporation is c/o NRAI Services, Inc., 526 E. Park Avenue, City of Tallahassee, Florida 32301, and the name of its initial registered agent at such address is NRAI Services, Inc.				
FIFTH: The names of addresses of the persons who are to serve as initial directors are: C. Michael Gray, 6800 Paragon Place, Suite 500, Richmond, VA 23230. Robert Fishbein, 6800 Paragon Place, Suite 500, Richmond, VA 23230. Nathan P. Duet, 6800 Paragon Place, Suite 500, Richmond, VA 23230.				
SIXTH: The name and address of each incorporator is: <u>Jennifer Noonan</u> , 315 Deaderick Street, Suite 2700, Nashville, TN 37238.				
SEVENTH: To the fullest extent permitted by the Florida Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time. Any repeal or modification of this Article 7 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.				
EIGHTH: Any other provision required by law.				
Signature of Incorporator Date				
NRAI Services, Inc. is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.				
MDAI SEDVICES Inc. $2/23/01$				
NRAI SERVICES, IIIC.				
By: Ed Hand w list. Sentary 2176758 Date				