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The Law Offices of
Linster E. Brinkley, Jr., P.A.
2350-N 34th Street North, Suite 110
Saint Petersburg, Florida 33713
Telephone (727) 328-8100 - Telefacsimile (727) 321-1715

March 27, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/30/01--01116--007
*****122.50 *****78.75

RE: Incorporation of Empire Business Solutions USA, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Empire Business Solutions USA, Inc. and a check in the amount of \$122.50 to cover the associated costs.

We appreciate your assistance and look forward to receiving the certificate of incorporation.

Sincerely,

Sharon E. McLendon

Sharon E. McLendon
Legal Assistant

SM

encls.

cc: Empire Business Solutions USA, Inc.

FILED
01 MAR 30 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 04 2001

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**ARTICLES OF INCORPORATION
OF
EMPIRE BUSINESS SOLUTIONS USA, INC.**

FILED
01 MAR 30 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Empire Business Solutions USA, Inc. and its principal office is at 2350 N. 34th Street N, Suite 110, St. Petersburg, FL 33713.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to operate a consulting business, to develop a franchise under this format, and to perform any services or business incidental thereto. Further, the purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand, all of which shall be common shares with no par value

ARTICLE FIVE

The corporation will not commence business until the issuance of certificate of incorporation, and it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of the initial registered office is 2350-N 34th Street, Suite 110, St. Petersburg, Florida 33713 and the name of the initial registered agent at such address is Linster Brinkley, Jr., Esq.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is three, and the names and addresses of the person or persons who are to serve as directors

until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Nick Gugliuzza, 527 Meadow Drive, West Seneca, New York 14244
Lori Gugliuzza, 527 Meadow Drive, West Seneca, New York 14224
Linster E. Brinkley, Jr., 371 Bayview Drive, N.E., St. Petersburg, Florida 33704

ARTICLE EIGHT

The Board of Directors is empowered to make, alter, or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is Linster Brinkley, Jr., Esq., 2350-N 34th Street North, Suite 110, St. Petersburg, FL 33713.

ARTICLE TEN

The powers of the incorporator cease upon filing the Articles of Incorporation.

Signed by: _____

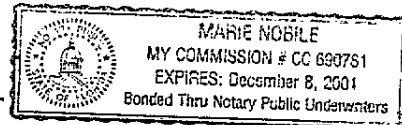
Linster E. Brinkley, Jr., Esq., Incorporator

Date: _____

3-27-01

Sworn to and subscribed before me this 27 day of March, 2001.

Notary Public



I, Linster Brinkley, Jr., Esq., hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Signed by: _____

Date: _____

3-27-01