

JUL-11-2001 11:34

EMPIRE CORPORATE KIT

P.01/05

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

GOTHAM ALLIANCE, INC.

Certificate of Status	0
Certified Copy	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H 01000080553
GOTHAM ALLIANCE, INC., a Florida Corporation

ARTICLE I

The name of this Corporation is:

GOTHAM ALLIANCE, INC., a Florida Corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:
Mark B. Goldstein, P.A.
2700 N. Military Trail, Ste 220
Boca Raton, Florida 33431
(561) 982-9925

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 9147 Pine Springs Drive, Boca Raton, Florida 33428, and the name of the initial registered agent of this Corporation at that address is: April Pardo, and the principal place of business of the corporation is 9147 Pine Springs Drive, Boca Raton, Florida 33428.

ARTICLE IX

This Corporation shall have Two(2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two(2). The names and address of the initial Directors of this Corporation is:

APRIL PARDO
9147 PINE SPRINGS DRIVE
BOCA RATON, FLORIDA 33428

ANDREW PARDO
9147 PINE SPRINGS DRIVE
BOCA RATON, FLORIDA 33428

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

APRIL PARDO
9147 PINE SPRINGS DRIVE
BOCA RATON, FLORIDA 33428

ARTICLE XI
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of July, 2001.

GOTHAM ALLIANCE, INC., a Florida Corporation

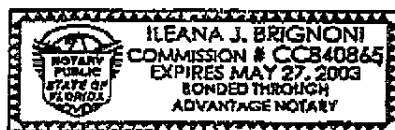
BY: April Pardo
APRIL PARDO, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared APRIL PARDO, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 15th day of July, 2001, in the County and State aforesaid.



Ileana J. Brignoni
PRINT NAME
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT GOTHAM ALLIANCE, INC., A FLORIDA CORPORATION DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 9147 PINE
SPRINGS, BOCA RATON, FLORIDA 33428 HAS NAMED APRIL PARDO, LOCATED AT
9147 PINE SPRINGS DRIVE, BOCA RATON, FLORIDA 33428, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GOTHAM ALLIANCE, INC., a Florida
Corporation

BY: April R Pardo
APRIL PARDO, Incorporator

JUL 11 PM 2:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

GOTHAM ALLIANCE, INC., a Florida
Corporation

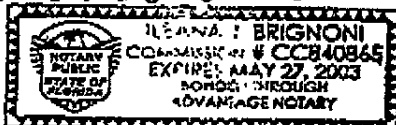
BY: April R Pardo
APRIL PARDO
Dated:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared APRIL PARDO, known to
me to be the person described in and who executed the foregoing instrument, who acknowledged
before me that he executed the same, that I relied upon the following form of identification of the
above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 11th day of July, 2001, in the County
and State aforesaid.

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[Signature]
NOTARY PUBLIC/STATE OF FLORIDA