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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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.

EMPIRE CONSULTING GROUP INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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F. CHESLER

JUL 27 2001

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ARTICLES OF INCORPORATION

OF

EMPIRE CONSULTING GROUP INC.

ARTICLE I
NAME

The name of this corporation is: EMPIRE CONSULTING GROUP, INC.

ARTICLE II
PRINCIPAL MAILING ADDRESS OF BUSINESS

The principal mailing address of business for this corporation is: EMPIRE CONSULTING GROUP, INC., 14440 Glencairn Road, Miami Lakes, FL 33016

ARTICLE III
DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV
PURPOSE

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

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: Maria Roman, Bared & Associates, P.A.
1500 San Remo, #177, Coral Gables, FL 33146
Telephone (305)666-6010

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 14440 Glencain Road, Miami Lakes, FL 33016, and the name of the registered agent of this corporation is Nicholas Godoy.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director: Nicholas Godoy
14440 Glencain Road
Miami Lakes, FL 33016

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Nicholas Godoy.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by: Maria Roman, L.A. Bared and Assoc. PA
1500 San Remo Ave., #177, Coral Gables FL 33146
Telephone (305)666-6010

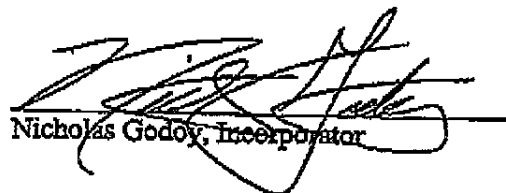
ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18th day of July 2001.



Nicholas Godoy, Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 18th day of July 2001.


NOTARY PUBLIC

My commission expires:

Prepared by: Maria Roman
Bared and Assoc., PA
1500 San Remo Avenue
Suite 177
Coral Gables, FL 33146
Telephone (305)666-6010

 Lourdes Martinez
My Commission DD017786
Expires April 15, 2005

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ACCEPTANCE OF REGISTERED AGENT
FOR
EMPIRE CONSULTING GROUP, INC.

Having been named to accept service of process for **EMPIRE CONSULTING GROUP, INC.**, Pursuant to Article VI of the Articles of Incorporation **EMPIRE CONSULTING GROUP, INC.** I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on July 18th, 2001.


NICHOLAS GODOY

Prepared by:
Maria Roman
Bared and Assoc., PA
1500 San Remo Ave.
Suite 177
Coral Gables, Fl. 33146
Telephone (305)666-6010

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