

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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Division of Corporations

Fax Number

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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.

HOLDING CORP.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

OF

HOLDING CORP.

I, the undersigned, being of legal age and a natural person, do hereby acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name and address of the corporation shall be:

HOLDING CORP. 10420 SW 77th Avenue Miami, FL 33156

ARTICLE II - DURATION

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless somer dissolved, according to the law.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
Authorized	<u>Per Share</u>	Stock
100	\$1.00	Voting Common

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is:

James E. McCaffrey 10420 SW 77th Avenue Miami, FL 33156

[Prepared By: LARRY NONES, P.A. 1985 N.W. 88th Court - Suite 201 Mismi, FL 33172 (305) 471-0777]

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

James E. McCaffrey

10420 SW 77th Avenue Miami, FL 33156

ARTICLE VII - INDEMNIFICATION

The comporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this December 5, 2001.

James E. McCaffr INCORPORATOR

STATE OF FLORIDA)

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COUNTY OF MIAMI-DADE)

BEFORE: ME, the undersigned authority, personally appeared James E. McCaffrey, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under eath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforementioned this December 5, 2001.

HAFAEL L NONES
MY COMMISSION & DO 008376
EXTREM THE NORTH PARK Underwitten

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

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CERTIFICATE DESIGNATING REGISTERED AGENT AND ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Pursuant to Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act:

FIRST: That Holding Corp. is qualified to do business under the laws of the State of Florida with its principal office at 10420 SW 77th Avenue, Miami, FL 33156, and has appointed:

James E. McCaffrey of 10420 SW 77th Avenue, Miami, FL 33156 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BV,

James E. McCa2 REGISTERED AGE

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SECRETARY OF STATE
TALLAHASSEE GLOSIC