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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

archer holdings, inc.

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARCHER HOLDINGS, INC.

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes, the undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is:

ARCHER HOLDINGS, INC.

ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS

The Corporation's principal place of business shall be in Miami-Dade County, Florida at:

8305 SW 72 AVENUE, SUITE 304
MIAMI, FLORIDA 33144

The mailing address of the Corporation shall be in Broward County, Florida at:

8305 SW 72 AVENUE, SUITE 304
MIAMI, FLORIDA 33144

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial or the business needs of the corporation require.

ARTICLE III. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida, including but not limited to investment, real estate development, export-import, and retailing.

ARTICLE IV. CAPITAL STOCK

Initially, the corporation shall issue one thousand (1,000) shares of Common Stock, having par value of \$1.00 each.

These documents were prepared by
CASZIE HART, P.A.
Attorneys at Law
13899 Biscayne Blvd., Suite 314
Miami, Florida 33181

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ARTICLE V. TERM OF EXISTENCE

The Corporation is formed to exist perpetually.

ARTICLE VI. REGISTERED AGENT INITIAL REGISTERED OFFICE

The Registered Agents and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

GENEVIEVE ARCHER
8305 SW 72 AVENUE, SUITE 304
MIAMI, FLORIDA 33144

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these articles of incorporation as the Incorporator is:

GENEVIEVE ARCHER
8305 SW 72 AVENUE, SUITE 304
MIAMI, FLORIDA 33144

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTOR(S)

The name of the initial director of this Corporation and street addresses are:

GENEVIEVE ARCHER
8305 SW 72 AVENUE, SUITE 304
MIAMI, FLORIDA 33144

The person(s) named as initial directors shall hold office until a successor is elected or appointed and qualified.

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ARTICLE X. INITIAL OFFICER(S)

The name(s) and street address(es) of the initial Officer(s) for the Corporation is:

GENEVIEVE ARCHER
President & Chief Executive Officer
8305 SW 72 AVENUE, SUITE 304
MIAMI, FLORIDA 33144

ARTICLE XI. INITIAL SHAREHOLDER(S)

The name and number of stocks of the initial investors and shareholder for the Corporation are:

<u>Name:</u>	<u>No of Stocks</u>	<u>% of Total</u>	<u>Type</u>
GENEVIEVE ARCHER	1,000	100%	Common, voting

If and when the corporation issues new stock, each investor shall have the right of first refusal to purchase said new stock, up to the allowable maximum.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - OFFICIAL SIGNATORY

GENEVIEVE ARCHER, President & Chief Executive Officer, is the official signatory of the Company for any and all documents, except Amendment(s) to these Articles which are only valid if signed by GENEVIEVE ARCHER, as President or Director.

ARTICLE XIV. OPTIONAL PROVISIONS

1. Each shareholder has the right to sell, assign or otherwise transfer any portion or all of his or her shares. However, if a shareholder decides to exercise his right to sell, assign or otherwise transfer any portion or all of his or her shares, the remaining shareholders have the right of first refusal to acquire said shares and said right is expressly reserved by these Articles of Incorporation, pursuant to § 607.0630(4) of the Florida Statutes. The right of first refusal stated in this paragraph does not apply to transfers classified as gifts to family members under relevant

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sections of the IRS Code and relevant sections of Florida law.

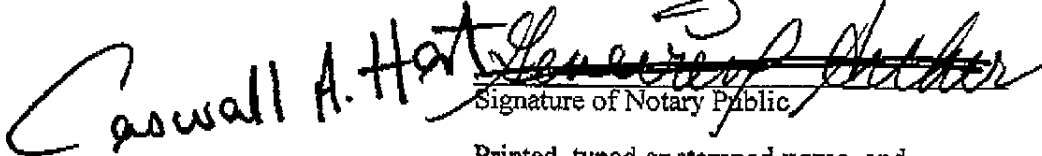
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation. this 7th day of January, 2002.


GENEVIEVE ARCHER
President & Chief Executive Officer;
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, a Notary Public authorized to take acknowledgements in the State of Florida and the County set forth above, personally appeared GENEVIEVE ARCHER known to me to be the persons described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7th day of January, 2002.


Signature of Notary Public



Printed, typed or stamped name, and
Serial Number of Notary Public:
My Commission expires:
Notary Public, State of Florida.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ARCHER HOLDINGS, INC.

2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:


GENEVIEVE ARCHER
8305 SW 72 AVENUE, SUITE 304
MIAMI, FLORIDA 33144

3. The street address of the Registered Office and the street address of the Registered Agent are identical.


GENEVIEVE ARCHER
President & Chief Executive Officer;

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GENEVIEVE ARCHER
REGISTERED AGENT.
January 7, 2002

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STATE
TALLAHASSEE, FLORIDA

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