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To:

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Fax Number : (850) 205-0381

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Account Name : EMPIRE CORPORATE KIT COMPANY
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2002 JUL 15 AM 7:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

3rd element, inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

2007/11/16
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ARTICLES OF INCORPORATION

2002 JUL 15 AM 7:14

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

3RD ELEMENT, INC.

ARTICLE I - NAME

The name of this corporation will be 3rd Element, Inc.

ARTICLE II - PURPOSE AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any and all lawful business for which corporations may be organized under the Florida General Corporation Act.

ARTICLE III - STOCK

The number of shares of stock that this corporation is initially authorized to issue is 500 shares of common stock.

ARTICLE IV - TERM

This corporation will have perpetual existence.

ARTICLE V - PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 3400 Galt Ocean Drive, #705-S, Fort Lauderdale FL 33308.

ARTICLE VI - INITIAL INCORPORATOR

The name and address of the initial incorporator of this corporation is Leonard Champagne, 3400 Galt Ocean Drive, #705-S, Fort Lauderdale FL 33308.

ARTICLE VII - INITIAL OFFICER AND DIRECTOR

The initial officer and director is Leonard Champagne.

Prepared by:
Sheldon Golding, Esq.
Florida Bar No. 137191
800 SE 3rd Avenue, Suite 300
Fort Lauderdale FL 33316
Tel: (954) 763-2122
Fax: (954) 462-0128

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ARTICLE VIII - REGISTERED AGENT AND OFFICE 2002 JUL 15 AM 7:14

The registered agent and street address is as follows: SECRETARY OF STATE
TALLAHASSEE FLORIDA

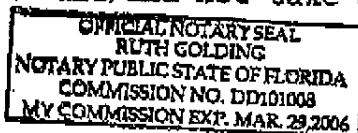
Sheldon Golding, Esq.
800 SE 3rd Avenue, Suite 300
Fort Lauderdale FL 33316

IN WITNESS WHEREOF the undersigned as Initial Incorporator
has executed these Articles of Incorporation on this 15th day of
July, 2002.

Leonard Champagne
LEONARD CHAMPAGNE

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation was executed and
acknowledged before me by LEONARD CHAMPAGNE, personally known to
me, and who did/did not take an oath on this 15th day of July,
2002.



Ruth Golding
Signature of Notary Public

CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted: 3rd Element, Inc. desiring to organize
under the laws of the State of Florida with its principal office
located at 3400 Galt Ocean Drive, #705-S, has named SHELDON
GOLDING, Attorney at Law, as its agent to accept service of
process within the State of Florida.

ACKNOWLEDGMENT: Having been named to accept service of process
for the above corporation at the place designated herein, the
undersigned agrees to act in this capacity and agrees to comply
with the provisions of Florida law relative to keeping the office
open for service of process.

Sheldon Golding
SHELDON GOLDING, Attorney at Law

Dated: July 15, 2002.