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Florida Department of State
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Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

carolyn espasas, p.a.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CAROLYN ESPASAS, P.A., a Florida corporation

EFFECTIVE DATE

10-31-02

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

CAROLYN ESPASAS, P.A.

ARTICLE II

Nature of the Business & Powers

This corporation may engage in any real estate business permitted under the laws of the United States of America and the laws of the state of Florida.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of any lawful act or activity for which corporations may be organized under the laws of the State of Florida and accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Prepared by:

Esther Z. Bejar, CPA, P.A.
420 Lincoln Road Suite 357
Miami Beach, FL 33139
305-538-3600

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ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence. Commencement shall be effective this 31th day of October, 2002.

ARTICLE V

Directors

This Corporation shall have one Director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws. The initial Director shall be: Carolyn Espasas, residing at 12980 Coronado Terrace, North Miami, FL, 33181.

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 12980 Coronado Terrace, North Miami, FL, 33181 or such other place as may from time to time be designated.

ARTICLE VII

Incorporator

The name and street address of the Incorporator of this Corporation is:

Carolyn Espasas
12980 Coronado Terrace
North Miami, FL 33181

ARTICLE VIII

Registered Agent and Initial Registered Office

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

Carolyn Espasas
12980 Coronado Terrace
North Miami, FL 33181

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

ARTICLE IX

Initial Board of Directors

This corporation shall have initially one (1) director. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one director. The name(s) of the Initial Director(s)/Officer(s) of this corporation is (are):

President/Secretary/Director	:	Carolyn Espasas
Vice-President/Treasurer/Director	:	Carolyn Espasas

ARTICLE X

Amendment

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 stockholders entitled to vote thereon, 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 XI

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of 5th day of November, 2002.

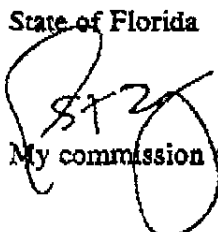

Carolyn Espasas

State of Florida)
County of Miami- Dade) SS.

The foregoing instrument was acknowledged before me this 5th day of November, 2002 by

NOTARY PUBLIC

State of Florida


My commission expires:



Esther Z. Bejar
Commission # 00886071
Expires Dec. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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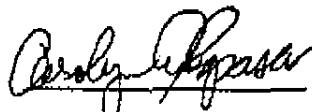
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CAROLYN ESPASAS, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 12980 Coronado Terrace, City of North Miami, County of Miami-Dade, State of Florida, has named Carolyn Espasas residing at 12980 Coronado Terrace, City of North Miami, County of Miami-Dade, State of Florida, 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 the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Carolyn Espasas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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