

Sent by: FISHER, TOUSEY, LEAS & BALL
Division of Corporations

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11/21/02 2:23PM; JetFax #345; Page 1/5

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To:

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From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

FLORIDA PROFIT CORPORATION OR P.A.

Empire Marketing & Manufacturing, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

02 NOV 21 AM 6:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
EMPIRE MARKETING & MANUFACTURING, INC.**

FILED
02 NOV 21 AM 6:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Empire Marketing & Manufacturing, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, and its mailing address is, 12755 Shinnecock Way, Jacksonville, Florida 32225.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporation Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

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ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12755 Shinnecock Way, Jacksonville, Florida 32225 and the name of the initial registered agent of this corporation at that address is Ron L. Wallace.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Ron L. Wallace	12755 Shinnecock Way
	Jacksonville, Florida 32225

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by unanimous vote of the shareholders.

(b) Initial Board of Directors. The name and address of the director until the first annual meeting of the shareholders are as follows:

Ron L. Wallace	12755 Shinnecock Way
	Jacksonville, Florida 32225

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed, and hereby acknowledge these Articles of Incorporation this 21 day of November, 2002.



Ron L. Wallace

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


FILED
02 NOV 21 AM 6:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That Empire Marketing & Manufacturing, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at Jacksonville, Duval County, Florida, has named Ron L. Wallace, located at 12755 Shinnecock Way, Jacksonville, Florida 32225 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.



Ron L. Wallace
(Registered Agent)