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To:

Division of Corporations
Fax Number : (850)205-0381

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.

YICC, INC.

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

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ARTICLES OF INCORPORATION
FOR
YICC, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of Incorporation.

ARTICLE I

The name of the corporation is: YICC, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any and all activities for which a corporation may be organized under the laws of the State of Florida, including but not limited to providing payroll services. Additionally, the corporation shall have all the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The corporation shall have the authority to issue not more than Two Thousand Five Hundred (2,500) shares of a common class with a par value of \$0.001 per share which shall be designated "Common Shares".

ARTICLE V

The shareholders are hereby granted preemptive rights. Each shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others, which price may be in excess of par.

ARTICLE VI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE VII

The corporation's principal place of business and mailing address are:

YICC, INC.
4859 N.W. 112 Drive
Coral Springs, Florida 33076-2211

1 IN RAYMOND 202851

The name and address of the corporation's initial registered agent is:

Andrew S. Yagoda, Esq.
269 Giralda Avenue, Suite 200
Coral Gables, Florida 33134

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial officer and director are:

Director /
President / Secretary

Richard Yagoda
4859 N.W. 112 Drive
Coral Springs, Florida 33076-2211

ARTICLE VIII

The names and street address of the incorporator is:

Richard Yagoda
4859 N.W. 112 Drive
Coral Springs, Florida 33076-2211

ARTICLE X

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. Further, to the extent permitted under Florida law, no Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. No amendment or repeal of this Article shall be applied retroactively.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED in Broward County, Florida this 28 day of May, 2003.



Richard Yagoda, Incorporator

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Pursuant to the provisions of sections 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida. This statement shall be made a part of the Articles of Incorporation of the corporation.

The name of the corporation and its registered office is:

YICC, INC.
4859 N.W. 112 Drive
Coral Springs, Florida 33076-2211.

The name and address of the corporation's initial registered agent is:

Andrew S. Yagoda, Esq.
269 Giralda Avenue, Suite 200
Coral Gables, Florida 33134.

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MAY 29 2003
TALLAHASSEE, FLORIDA

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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.



Andrew S. Yagoda

5/28/03

(Date)

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