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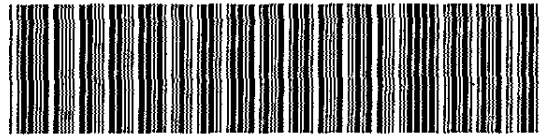
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUL -7 AM 8:56



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 9, 2003

ARTHUR E. HEINTZ
921 WAVERLY DRIVE
LONGWOOD, FL 32750

SUBJECT: EMPIRE DEVELOPMENT INC.
Ref. Number: W03000013364

We have received your document for EMPIRE DEVELOPMENT INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P01000107725.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 603A00028882

**Articles of Incorporation
For
Empire Ventures,
INC**

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ARTICLE I. CORPORATE NAME

The name of this corporation is Empire Ventures, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of providing retail sales, and contractually related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for 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. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

Arthur E. Heintz
921 Waverly Drive
Longwood, FL 32750

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial board of directors of this corporation are:

1. Sean D. Hill
2. Melissa K-A. Hill

The persons named as initial directors shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and has qualified, whichever occurs first. The address and phone number for the initial directors are listed in Article VIII.

ARTICLE VIII. INCORPORATORS

The names and street address of the persons signing these articles of incorporation as the incorporators are:

1. Sean D. Hill
1155 Roundtable Drive
Casselberry, Florida 32707
407/415-1410

ARTICLE IX. PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

1155 Roundtable Drive
Casselberry, Florida 32707

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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI. OFFICERS

The following persons are the initially elected officers of the corporation and are to hold office until the next annual meeting.

PRESIDENT	Sean D. Hill
VICE PRESIDENT	Melissa K-A. Hill
SECRETARY	Sean D. Hill
TREASURER	Melissa K-A. Hill

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporators, has executed the foregoing Articles of Incorporation.


Sean D. Hill

5/13/03
Date May 13, 2003


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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 Empire Ventures, Inc.
2. The name and address of the registered agent and office is:

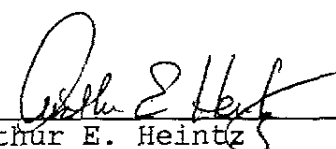
Arthur E. Heintz
921 Waverly Drive
Longwood, Florida 32750

SIGNATURE _____


Arthur E. Heintz

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

SIGNATURE _____


Arthur E. Heintz

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