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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.**atlantic pacific association management, inc.**

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ARTICLES OF INCORPORATION

OF

ATLANTIC & PACIFIC ASSOCIATION MANAGEMENT, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

ATLANTIC & PACIFIC ASSOCIATION MANAGEMENT, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation are c/o Howard D. Cohen,

Atlantic & Pacific Association Management, Inc., 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154.

ARTICLE III
AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 100,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is c/o Howard D. Cohen, Atlantic & Pacific Association Management, Inc., 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154, and the initial registered agent of this Corporation at that address shall be Howard D. Cohen.

Prepared by: Howard D. Cohen, Esq., FL Bar #980323
1025 Kane Concourse, Suite 215
Bay Harbor Islands, Florida 33154
(305) 867-2245

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ARTICLE V
INCORPORATOR

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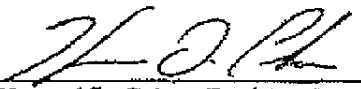
The name and street address of the person signing these Articles of Incorporation is:

Howard D. Cohen
C/o Atlantic & Pacific Association Management, Inc.
1025 Kane Concourse, Suite 215
Bay Harbor Islands, Florida 33154

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 2nd day of March, 2004.


Howard D. Cohen, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Howard D. Cohen, Registered Agent

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