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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.

EMPIRE DIRECT, INC.

Certificate of Status	0
Certified Copy	1
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FILED
04 MAR -8 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

EMPIRE DIRECT, INC.

In compliance with the requirements of F. S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be: **EMPIRE DIRECT, INC.**

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1000) shares of common stock having a par value of \$1.00 per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and

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the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is: 4071 N.E. 15th Terrace, Oakland Park, FL 33334 and the initial registered agent of this corporation at the above is:

Brenda L. Natarus

ARTICLE VII

The business of the corporation shall be managed by Board of Directors consisting of not less than one nor more than nine persons.

ARTICLE VIII

The names and street addresses of the person(s) signing these Articles of Incorporation are:

NAMES

ADDRESSES

Brenda L. Natarus

4151 NW 90th Avenue, #104
Coral Springs, FL 33065

ARTICLE IX

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

ARTICLE X

The corporation shall indemnify any officer or director or any former officer or director, to the full extent by law.

ARTICLE XI

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XII

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

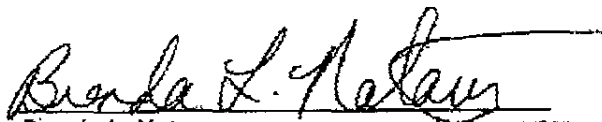
ARTICLE XIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law and shall hold them harmless from any and all claims, demands, or disputes or consequences thereof and for any future liability.

ARTICLE XIV

The street address of the office of this Corporation is: 4071 N.E. 16th Terrace, Oakland Park, FL 33334

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8 day of March, 2004.


Brenda L. Natarus Incorporator

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ACKNOWLEDGMENT:

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.


Brenda L. Natarus, Registered Agent

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