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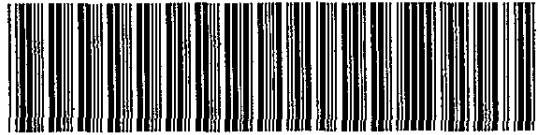
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08/16/04--01039--008 **78.75

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DIVISION OF CORPORATIONS
04 SEP -9 PM 1:07

W04-31206

QB 9/9

Bagdes & Bagdes

Attorneys at Law

407 North Wild Olive Avenue
Daytona Beach, FL 32118

Fabian Bagdes
Mary-Ellen Bagdes

386-258-7171
Fax 386-258-7441

September 7, 2004

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Empire State Marketing, Inc.
Ref. Number W04000031206

Dear Sir:

Per your letter of August 16, 2004, enclosed please find the amended Articles of Incorporation and Acceptance of Registered Agent. A copy of your letter is also enclosed.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

RECEIVED
04 SEP -9 AM 11:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 16, 2004

FABIAN BAGDES, ESQ.
407 NORTH WILD OLIVE AVENUE
DAYTONA BEACH, FL 32118

SUBJECT: UNIVERSAL MARKETING, INC.
Ref. Number: W04000031206

We have received your document for UNIVERSAL MARKETING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 504A00050503

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ARTICLE OF INCORPORATION
OF
EMPIRE STATE MARKETING, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is EMPIRE STATE MARKETING, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to market retail products for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 590 South Shell Road, Deland, Florida 32720. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 590 South Shell Road, Deland, Florida 32720, and the name of the initial registered agent at such address is Christopher Caliendo.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Christopher Caliendo	590 South Shell Road Deland, Florida 32720
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Scott Vlasi	140 Latham Drive Mineola, NY 11501
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ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Christopher Caliendo 590 South Shell Road, Deland, Florida 32720.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Christopher Caliendo President	590 South Shell Road Deland, Florida 32720
Scott Vlasi Vice President/ Treasurer	140 Latham Drive Mineola, NY 11501

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 12th day of August, 2004.


Christopher Caliendo

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 12th day of August, 2004, before me, the undersigned authority, appeared CHRISTOPHER CALIENDO, who is personally known to me or who has produced FL driver's license as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature

Seal:



Mary-Elle Bagdes
MY COMMISSION # DD166687 EXPIRES
November 29, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA

DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

EMPIRE STATE MARKETING, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 590 South Shell Road, in the City of Deland, County of Volusia, in the State of Florida, has named Christopher Caliendo, who is located at 590 South Shell Road, Deland, Florida 32720, as its registered agent to accept service of process within the State.

DIRECTOR:

Christopher Caliendo

Scott Vlasi

ADDRESS:

590 South Shell Road
Deland, Florida 32720

140 Latham Drive
Mineola, NY 11501

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


Christopher Caliendo

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