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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

sommer & associates, inc.

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D. WHITE FEB -8 2005

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**ARTICLES OF INCORPORATION OF
SOMMER & ASSOCIATES, INC.**

ARTICLE I - NAME

The name of the corporation is Sommer & Associates, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Noëlle G. Sommer located at 1000 West Avenue, Apt. 910, Miami Beach, Florida 33139.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 1000 West Avenue, Apt. 910, Miami Beach, Florida 33139. The mailing address shall be 1000 West Avenue, Apt. 910, Miami Beach, Florida 33139.

ARTICLE VII - OFFICERS

The affairs of Sommer & Associates, Inc., shall be managed by a Board of Directors and administered by a President, Secretary, Treasurer, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a majority of those Directors present at the first regularly scheduled meeting of

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the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President, Secretary, Treasurer: Noëlle G. Sommer
1000 West Avenue, Apt. 910
Miami, Florida 33139

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The name(s) and address(es) of the director(s) of this corporation are:

Noëlle G. Sommer
1000 West Avenue, Apt. 910
Miami, Florida 33139

Sacha J. Sommer
728 Jefferson, Apt. 2
Miami Beach, Florida 33139

ARTICLE IX - BYLAWS

The initial Bylaws of this corporation shall be adopted by the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify and defend any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator, who is also the person signing these Articles of Incorporation is:

**Noëlle G. Sommer, Esq.
1000 West Avenue, Apt. 910
Miami, Florida 33139**

ARTICLES XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Article of Incorporation at Miami-Dade County, Florida on the 3rd day of February, 2005.


Noëlle G. Sommer, Esq.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)


BEFORE ME, the undersigned authority, personally appeared **Noëlle G. Sommer, Esq.** who is personally known to me, and she subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami-Dade County, Florida, this 3rd day of February, 2005.

My Commission Expires:



Jennifer Lozano
Commission # DH 068637
Expires Oct. 30, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public of the State
of Florida at Large

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Sommer & Associates, Inc.
Articles of Incorporation
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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF CHAPTER 607 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: Sommer & Associates, Inc.
2. The name and address of the registered agent and office is:

Noëlle G. Sommer, Esq.
1000 West Avenue, Apt. 910
Miami Beach, Florida 33139

The undersigned hereby accepts to act in the capacity of Registered Agent for Sommer & Associates, Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his/her duties.

Dated this 3rd day of February, 2005.


Noëlle G. Sommer, Esq.

This instrument prepared by:
Noëlle G. Sommer, Esq.
1000 West Avenue, Apt. 910
Miami Beach, Florida 33139
(305) 695-2862
FBN: 646261

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