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J. Shiring APR 0 5 2005

660 N.W. 114th Avenue, #204 Miami, Florida 33172

February 28, 2005

Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re: GLASS EMPIRE, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of the referenced Florida corporation. Also enclosed is my check in the amount of \$78.75, to cover your filing fees and a certified copy, together with a self-addressed, stamped envelope.

Thank you for your prompt attention to this matter.

Miguel Borges

aly yours,

Enclosures

ARTICLES OF INCORPORATION OF GLASS EMPIRE, INC.

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

ARTICLE I NAME

The name of the corporation is GLASS EMPIRE, INC. (hereinafter called the "Corporation").

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

660 N.W. 114th Avenue, #204 Miami, Florida 33172

ARTICLE III CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV INITIAL DIRECTOR

The name and address of the initial Director of the Corporation are as follows:

Miguel Borges 660 N.W. 114th Avenue, #204 Miami, Florida 33172

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 660 N.W. 114th Avenue, #204, Miami, Florida 33172. The name of the Corporation's initial registered agent at that address is: Miguel Borges.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator of the Corporation is: Miguel Borges, 660 N.W. 114th Avenue, #204, Miami, Florida 33172.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of February, 2005.

Miguel Borges, Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25th day of February, 2005.

Miguel Borges Registered Agent

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