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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

: (305) 634-3694

Phone

Fax Number

: (305)633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

asset protection & consulting group, inc.

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Estimated Charge	* *	\$78.75

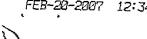
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2007 FEB 20 PM 1:12 SECRETARY OF STATE TALLAHASSEE. FLORIDA

ARTICLES OF INCORPORATION

OF.

ASSET PROTECTION & CONSULTING GROUP, INC.

The undersigned Incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: ASSET PROTECTION & CONSULTING GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 190 NE 199TH STREET, SUITE 103, NORTH MIAMI, FL 33179.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 1.000 shares common stock having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: PHILIPPE A. FERRIER, 10125 W. OAKLAND PARK BLVD. #389, SUNRISE, FL 33351.

ARTICLE VII

The name and address of the officers and board of directors shall be:

PRESIDENT

PHILIPPE A. FERRIER

10125 W. OAKLAND PARK BLVD. #389 SUNRISE, FL 33351

ARTICLE VIII

The name and address of the incorporator(s) to these Article of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC. 2444 NW 7TH PLACE MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 19TH DAY OF FEBRUARY, 2007.

Ray Stormont Signing for

Empire Corporate Kit of America, Inc.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Asset Threation & Consulting Group, Inc.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENT

FILED
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SECRETARY OF STATE

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