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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT/NON PROFIT CORPORATION

be fruitful and . . . , inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
BE FRUITFUL AND . . . , INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, FRANCESCO DEMARIA, the undersigned incorporator of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is BE FRUITFUL AND . . . , INC.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

ARTICLE III - DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of no par value stock.

ARTICLE V - INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Hundred and 00/100 Dollars [\$100.00].

ARTICLE VI - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

SUBSCRIBER	ADDRESS	NO. OF SHARES
FRANCESCO DEMARIA	12686 Kingsway Road Wellington, Florida 33414	100

ARTICLE VII - DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the by-laws of the corporation, but shall never be less than one (1).

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and qualified, are:

NAME

ADDRESS

FRANCESCO DEMARIA

12686 Kingsway Road
Wellington, Florida 33414

ARTICLE IX - VOTING RIGHTS

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 shares.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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 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 XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 12686 Kingsway Road, Wellington, Florida 33414, and the name of the initial Registered Agent of this corporation is MATTHEW F. YON, ESQ., 3301 N.W. Boca Raton Boulevard, Suite 200, Boca Raton, Florida 33431.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

A. From the time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation

except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The Corporation may, in its by-laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 16 day of May, 2007.




FRANCESCO DEMARIA
12686 Kingsway Road
Wellington, Florida 33414

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16 day of May, 2007, by FRANCESCO DEMARIA, who personally appeared before me at the time of notarization, and who is personally known to me or produced identification in the form of FL Dmv Lis. and who did take an oath.

My Commission Expires:


NOTARY PUBLIC STATE OF FLORIDA AT LARGE
Print Name: Matthew F. Yon



Matthew F. Yon
Commission # DD337460
Expires: JULY 20, 2008
Bonded Through
Atlantic Bonding Co., Inc.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:**

FIRST, that BE FRUITFUL AND . . . , INC. desires to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, has named, as its Registered Agent, MATTHEW F. YON, ESQ., whose address is 3301 N.W. Boca Raton Boulevard, Suite 200, Boca Raton, Florida 33431, to accept service of process within Florida.

Signature:


FRANCESCO DEMARIA

DATED this 16 day of May, 2007.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:


MATTHEW F. YON, Registered Agent

DATED this 16 day of May, 2007.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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