

# P95000043820

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -7 PM 1:13

*2/26/95*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>-SW</i>	_____	_____

WALK-IN *67*  
Will Pick Up \_\_\_\_\_

RE: Empire International, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
EMPIRE INTERNATIONAL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -7 PM 1:13

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

Empire International, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

18301 Sturbridge Court  
Tampa, Florida 33647

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said

shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

#### ARTICLE 4

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Tampa, Florida, and the initial registered agent of this corporation at such office shall be Stacey M. Stabile. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE 6

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of Frances V. Lloyd, 18301 Sturbridge Court, Tampa, Florida, 33647.

## ARTICLE 7

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

#### Name

Stacey M. Stabile

#### Address

2900 Barnett Plaza  
101 E. Kennedy Boulevard  
Tampa, Florida 33602

## ARTICLE 8

### Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

## ARTICLE 9

### By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

Stacey M. Stabile  
Stacey M. Stabile

FILED  
SECRETARY  
DIVISION OF  
CORPORATIONS  
\$5  
REGISTERED AGENT  
has been named as registered agent  
at the registration  
and consents to  
accepts the duties  
of the day of

EMPIRE INTERNATIONAL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

95 JUN -7 PM 1:13

The undersigned, Stacey M. Stabile, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 6<sup>th</sup> day of June, 1995.

Stacey M. Stabile  
Stacey M. Stabile

999001/8759