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ALAN ARON ESQ.

305-480-9619

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FLORIDA DIVISION OF CORPORATIONS

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NAME: EMPIRE VENTILATION SYSTEMS INC.  
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**ARTICLES OF INCORPORATION****OF****EMPIRE VENTILATION SYSTEMS INC.**

The undersigned acting as Incorporator(s) of a corporation under the Florida Business Corporation Act adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I: NAME**

The name of the corporation is **EMPIRE VENTILATION SYSTEMS INC.** and shall have perpetual existence.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1688 NW Madrid Way, Boca Raton, FL 33432.

**ARTICLE III: CAPITAL STOCK**

The number of share of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares.

**ARTICLE IV: DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by and amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

**NAME****ADDRESS****GENE GOLDBERG**1688 Madrid Way  
Boca Raton, FL 33432**GREGORY GILLS**439 Coconut Circle  
Westin FL 33326

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**ARTICLE VI INCORPORATORS**

The names and street addresses of the subscribers to these Articles of Incorporation are:

**NAME****ADDRESS**

ALAN L. ARONS

1701 West Hillsboro Blvd., Suite 303  
Deerfield Beach FL 33442-1502**ARTICLE VII BY-LAWS**

The Board of Directors shall initially have the power to enact By-Laws but upon By-Laws being enacted and adopted no amendment to them shall thereafter be made except by the stockholders.

**ARTICLE VIII AMENDMENTS**

No amendment to these Articles of Incorporation can be made except upon the affirmative vote of holders of record of Fifty-One (51%) percent of the stock of the corporation.

**ARTICLE VIII: REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent and office of this corporation is as follows: ALAN L. ARONS, 1701 West Hillsboro Blvd., Suite 303, Deerfield Beach, FL 33442-1502.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named corporation at the place designated in this Certificate of Articles of Incorporation I do hereby accept to act in this capacity and do agree to comply with the provisions of said Act relative to keeping open said office. *Alan L. Arons*

DATED: *March 28*, 1996  
ALAN L. ARONS

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**ARTICLE IX:**

Each of the original incorporators of this corporation shall have the right after organization of same to assign and deliver his subscription of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation who upon acceptance of such assignment shall stand in lieu of the said original incorporator and assume and carry out all the rights liabilities and duties entailed by said subscription subject to the law of the State of Florida and the execution of this power.

IN WITNESS WHEREOF we have hereunto set our names at Deerfield Beach Florida this 28th day of ~~March~~ <sup>February</sup> 1996.

WITNESSED BY

Bernice H. CohenALAN L. ARONS

STATE OF FLORIDA )

SS:

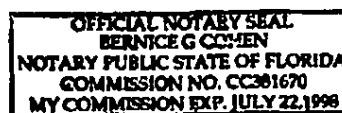
COUNTY OF BROWARD )

BEFORE ME the undersigned authority personally appeared to me well known to be the person(s) who executed the foregoing Articles of Incorporation of EMPIRE FOOD SERVICE INC. and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and seal at Deerfield Beach, Florida this 28th day of ~~March~~ <sup>February</sup>, 1996.

Bernice H. Cohen  
NOTARY PUBLIC  
(SEAL)

My commission expires:



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