

P960000 26126

Bruce E. Thomsen

21218 St. Andrews Boulevard #10-222
Boca Raton, Florida 33433

(407) 483-5369

(FAX) 852-3864

March 18, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

REFERENCE: EMPIRE CHINA, INC.

600001749706
-03/19/96--01120--004
****122.50 ****122.50

Gentlemen:

Attached and enclosed two original copies of the articles of incorporation for the above referenced corporation.

Please file one and send a conformed certified copy to the above address by return mail.

My check in the amount of \$ 122.50 is enclosed.

Sincerely,



BET:1

FILED
96 MAR 19 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
3/25/96

FILED

96 MAR 19 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EMPIRE CHINA, INC.

The undersigned Incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

EMPIRE CHINA, INC.

The principal place of business of this corporation shall be

21218 St. Andrews Boulevard #10 Boca Raton, Florida 33433

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any time is:

FIVE MILLION COMMON SHARES \$0.01 PAR VALUE
ONE MILLION PREFERRED SHARES \$10.00 PAR VALUE

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS/DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successors are elected is:

Bruce E. Thomsen 21218 St. Andrews Boulevard #10 Boca Raton, Florida 33433

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Bruce E. Thomsen 21218 St. Andrews Boulevard #10 Boca Raton, Florida 33433

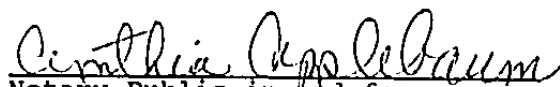
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of March 1996.



STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged and sworn to before me this 13th day of March 1996 by Bruce E. Thomsen of EMPIRE CHINA, INC.




Notary Public in and for
Said County and State

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 MAR 19 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **EMPIRE CHINA, INC.**
2. The name and address of the registered agent and office is:
ROSE J. JOHNSON 21218 St. Andrews Boulevard #10 Boca Raton, Florida 33433

SIGNATURE

Rose J. Johnson

TITLE

INCORPORATOR

DATE

MARCH 11, 1996

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Rose J. Johnson

DATE

MARCH 11, 1996