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EMPIRE CORPORATE KIT

Kurt D. Zimmerman
4875 N. Federal Hwy.
7th Floor
Ft. Lauderdale, FL 33308
(954) 772-5151
FBN. 993166

ARTICLES OF INCORPORATION

OF

**HOOLEY FAMILY ENTERPRISES, INC.,
A FLORIDA CORPORATION**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be Hooley Family Enterprises, Inc.

**ARTICLE 2
POWERS**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE 3
SHARES**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one hundred thousand (100,000) shares, consisting of:

- A. Ninety-six thousand (96,000) shares of nonvoting stock; and
- B. Four thousand (4,000) shares of voting stock.

Each stock certificate representing a share of voting stock shall state conspicuously on its face that it represents voting stock, and each stock certificate representing a share of nonvoting stock shall state conspicuously on its face that it represents nonvoting stock.

All shares of stock, whether voting or nonvoting, shall be of a single class, designated as common. Except with respect to differences in voting rights, all shares of stock shall be of equal rank and have the same powers, preferences and rights without distinction between shares of voting and nonvoting stock, including, but not limited to, powers, preferences and rights with respect to dividend rates and liquidation rights. The shares shall have a par value of \$0.10 per share.

**ARTICLE 4
VOTING**

The holders of nonvoting stock shall not have the right to vote on any corporation matters. All references in these Articles of Incorporation to voting shall pertain solely to shares of voting stock and not to shares of nonvoting stock. Each holder of voting stock shall have one vote for each share of voting stock held of record on all matters submitted for shareholder approval. Except as otherwise

specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of the shareholders holding a majority of the shares of voting stock. The holders of the voting stock shall have unlimited voting rights. The holders of voting stock and the holders of nonvoting stock shall have equal rights to receive the net assets of the corporation upon its dissolution. At each election of directors, no holder of voting stock shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE 5
NO PREEMPTIVE RIGHTS

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE 6
CONTROL-SHARE ACQUISITION

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not apply to this corporation.

ARTICLE 7
BYLAWS

The bylaws of the corporation may be amended by the vote of a majority of the directors or the vote of the shareholders holding a majority of the shares of voting stock.

ARTICLE 8
DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Michael E. Hooley
707 North State Road 7
Plantation, FL 33317

ARTICLE 9
REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation is Michael E. Hooley. The street address of the corporation's initial registered office is 707 North State Road 7, Plantation, FL 33317.

ARTICLE 10
PRINCIPAL PLACE OF BUSINESS

The initial principal place of business and mailing address of this corporation shall be 707 North State Road 7, Plantation, FL 33317, Attn: Michael E. Hooley.

ARTICLE 11
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Kurt D. Zimmerman, Esq., Stein, Rosenberg & Winkoff, P.A., 4875 North Federal Highway, 7th Floor, Fort Lauderdale, FL 33308.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of July, 1996.

Kurt D. Zimmerman
Kurt D. Zimmerman, Incorporator

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ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT
(Florida Statutes §607.0501)

Pursuant to Florida Statutes §607.0501, I hereby accept my appointment as registered agent to accept service of process for HOOLEY FAMILY ENTERPRISES, INC., a Florida corporation, at its initial registered office at 707 North State Road 7, Plantation, Florida 33317. I am familiar with and accept the obligations of the position of registered agent as set forth in the Florida Statutes.

DATED: July 12, 1996

Michael E. Hooley (Sign)
Michael E. Hooley

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