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8/12/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: EMPIRE INVESTMENTS & LAND DEVELOPERS CORP.

AUDIT NUMBER.....H97000013237

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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BM 8/13/97

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ARTICLES OF INCORPORATION
OF

EMPIRE INVESTMENTS & LAND DEVELOPERS CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: EMPIRE INVESTMENTS & LAND DEVELOPERS
CORP.

The principal place of business of this corporation shall be:
6763 S.W. 81st St. Miami, FL 33143

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 value that this corporation is authorized to have outstanding at any one time is:
100 Shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

Jose F. Sanchez
Braynert Marquez

6763 S.W. 81st St. Miami, FL 33143
8735 N.W. 151st Terr. Miami, FL 33018

Prepared by: Jose F. Suarez
6763 S.W. 81st St.
Miami, FL 33143
(305) 666-5386

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97 AUG 12 AM 7:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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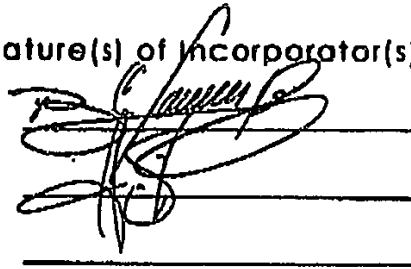
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Jose F. Sanchez and Braynert Marquez
6763 S.W. 81st St. Miami, FL 33143

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 12th day of August, 1997.

Signature(s) of Incorporator(s)

A handwritten signature in black ink, appearing to be "Jose F. Sanchez", is written over three horizontal lines. The signature is stylized and cursive.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

97 AUG 12 AM 7:39
FILED
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:

EMPIRE INVESTMENTS & LAND DEVELOPERS CORP.

2. The name and address of the registered agent and office is:

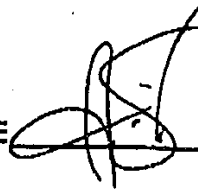
Jose F. Sanchez

(P.O. BOX NOT ACCEPTABLE)

6763 S.W. 81st St. Miami, FL 33143

(CITY/STATE/ZIP)

SIGNATURE

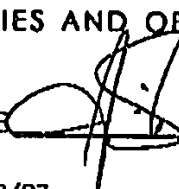


TITLE Director

DATE 8/12/97

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



DATE 8/12/97

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