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BOB ALKER
P. O. BOX 2054
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Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Empire Oil INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Examiner's Initials	
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EMPIRE OIL, INC.

ARTICLES OF INCORPORATION

ARTICLE I Name Of Corporation

The name of the corporation shall be EMPIRE OIL, INC. This corporation shall be a Sub-Chapter S Corporation.

ARTICLE II Principal Office

The Principal place of business of this corporation shall be:

~~4515 N. Federal Highway, Boca Raton, Fl. 33432~~

~~Room #300~~

The mailing address of this corporation shall be:

P. O. Box 2012, Palm Beach, Florida 33480.

*204 Stokes Avenue, Fort Walton
Beach, Fl 32548*

ARTICLE III Shares

The Capital Stock of EMPIRE OIL, INC. shall consist of non-assessable common stock only. The maximum number of shares of stock which this corporation shall have outstanding at any one time shall be 100,000,000 (one hundred million) shares. Stock is no par.

ARTICLE IV
Initial Registered Agent And Street Address

The Name and address of the initial registered agent is:

Ephraim Collins at 10971 Lake Front Place, Boca Raton, Fl. 33498

ARTICLE V
Incorporators

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

Unical Inc., ~~1515 N. Federal Highway, Boca Raton, Fl. 33432~~
Room #300 204 Stokes Avenue, Fort Walton
Beach, FL 32548

ARTICLE VI
Corporate Existence


EMPIRE OIL, INC. shall have perpetual existence.

ARTICLE VII
Special Provisions

The following special provisions shall govern this corporation:

- a. Board Meetings may be scheduled without notice of more than ½ hour in or out of the State of Florida.
- b. The meeting of the stockholders may be held in or out of the State of Florida, unless provided otherwise by the By-Laws.

The undersigned Incorporator has executed these Articles of Incorporation this
15 day of January, 1998.


B. M. Sayer, Secretary, Unical, Inc.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 Oil, Inc.
2. Registered Agent And Office Is: Ephraim Collins
10971 Lake Front Place
Boca Raton, Florida 33498

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent


Ephraim Collins

1 / 15 / 98
Date