

7/20/98

FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PARNASSAU, INC.

AUDIT NUMBER.....H98000013346

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

CERT. OF STATUS..0

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 20, 1998

EMPIRE

SUBJECT: PARNASSAU, INC.
REF: W98000016389

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 6 states there will be 2 director(s), whereas 1 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000013346
Letter Number: 698A00038294

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ARTICLES OF INCORPORATION
OF

PARNASSAU, INC.

ARTICLE I - NAME

The name of this Corporation is Parnassau, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares shall be designated as
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is
22234 Hollyhock Trail
Boca Raton, Florida 33433

The name of the initial Registered Agent of this
Corporation is Hamid Mizrahi

Michael K. Fish, CPA, P.A.
7700 N. Kendall Drive, Suite 501
Miami, FL 33156 (305) 379-8484

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial directors.
The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

Hamid Mizrahi
22234 Hollyhock Trail
Boca Raton, FL 33433

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Hamid Mizrahi
22234 Hollyhock Trail
Boca Raton, FL 33433

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

H98000013346

Michael K. Fish, CPA, P.A.
7700 N. Kendall Drive, Suite 501

25122
Miami, FL 33156
P.04/05 305 541 3770

EMPIRE CORP

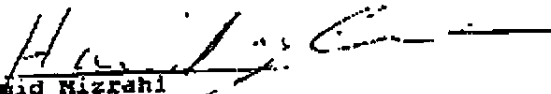
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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of July, 1998.


Kamid Mizrahi

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 17 day of July, 1998.


Kamid Mizrahi
Registered Agent

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