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OFFICE USE ONLY

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

1. THE EMPIRE GROUP INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Photocopy



Certificate of Status

EFFECTIVE DATE
8-31-98

NEW FILINGS	
<input checked="" 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

RECEIVED
98 SEP - 1 AM 11:18
DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1998

LAZARUS

MIAMI, FL

SUBJECT: THE EMPIRE GROUP INC.
Ref. Number: W98000020051

We have received your document for THE EMPIRE GROUP INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 198A00045075

RECEIVED
98 SEP 28 PM 2:52
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
THE EMPIRE GROUP INC.

EFFECTIVE DATE
8-31-98

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby organize and incorporate a corporation under the laws of the State of Florida.

FILED
98 SEP 21 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the corporation is The Empire Group Inc.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00)

ARTICLE V

BEGINNING OF CORPORATE EXISTENCE

The date of corporate existence shall be the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 280 Navajo Street, Miami Springs, FL 33166

ARTICLE VIII

DIRECTORS

This corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses, reasonably incurred by him/her in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or

reimburse such person in any proper case even though no specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact he or she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with the like force and effect as if he or she were not a director or officer of such other corporation or not so interested.

ARTICLE IX

INITIAL DIRECTORS

The name and post office address of the initial directors of the corporation is:

Manuel Cordoves, 280 Navajo Street, Miami Springs, FL 33166, with 70% interest, profit distribution and voting stock.

Christian Quintana, 1940 SW 85th. Ave., Miami, FL 33155, with 30% interest, profit distribution and voting stock.

ARTICLE X

INITIAL SUBSCRIBERS

The name and post office address of the initial subscribers of these Articles of Incorporation is:

Manuel Cordoves. 280 Navajo Street, Miami Springs, FL 33166

Christian Quintana, 1940 SW 85th. Ave., Miami, FL 33155

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

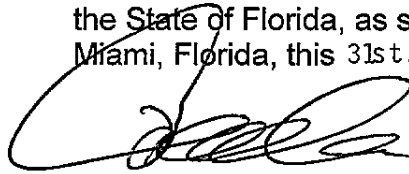
The registered office and registered agent of the Corporation shall be:
Manuel Cordoves, 280 Navajo Street, Miami Springs, FL 33166

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOFF, the undersigned have hereunto set their hands and seal and have acknowledged and filed in the Office of the Secretary or State of the State of Florida, as subscribers of the foregoing Articles of Incorporation, at Miami, Florida, this 31st. day of August, 1998.

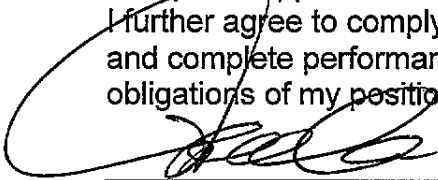


Manuel Cordoves, Director



Christian Quintana, Director

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 Status relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.



Manuel Cordoves, Registered Agent

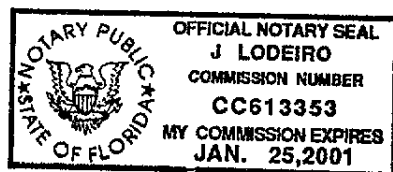
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Manuel Cordoves and Christian Quintana, well known to me, who executed the Articles of Incorporation of The Empire Group Inc., and they executed the same for the purposes therein expressed.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 31st. day of August of 1998.



J. Lodeiro
Notary Public State of
Florida at Large



FILED
98 SEP 2 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA