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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 487-6013

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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FLORIDA PROFIT CORPORATION OR P.A.

8470 INC.

Certificate of Status	0
Certified Copy	0
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MEM

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**ARTICLES OF INCORPORATION
OF
8470 Inc.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:
8470 Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida, or any other State, County, or Nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1000 Shares of common stock having \$ 0.01 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro-rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporation's shares of property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares including the reissue of treasury shares.

Prepared by:

DiRocco & Dombrow, P.A.
3601 W. Commercial Blvd. #21
Ft. Lauderdale, Fl. 33309
Allan B. Dombrow, C.P.A.

(954) 277-0252

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ARTICLE V

EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

The number of Officers/Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Officers/Directors may be either increased or decreased from time to time by an amendment of the By-Laws, but shall never be less than one (1). The name(s) and address of the initial Board of Directors are:

Allan B. Dombrow
3601 W. Commercial Blvd.
Ft. Lauderdale, Fl. 33309

All directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract of the other transaction between this Corporation and any one or more of its Directors or Shareholders or any other corporation, firm, association, or entity in which one or more of its Directors or Shareholders are directors or are financially interested in shall be either void or voidable because of such relationship or interest.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

Allan B. Dombrow
3601 W. Commercial Blvd.
Ft. Lauderdale, Fl. 33309

ARTICLE VIII

REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

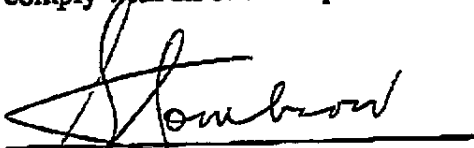
Allan B. Dombrow
3601 W. Commercial Blvd.
Ft. Lauderdale, Fl. 33309

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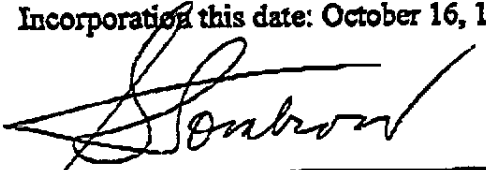
ACCEPTANCE OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of law pertaining thereto.



Registered Agent
Allan B. Dombrow
3601 W. Commercial Blvd.
Ft. Lauderdale, Fl. 33309

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this date: October 16, 1998.



Incorporator
Allan B. Dombrow
3601 W. Commercial Blvd.
Ft. Lauderdale, Fl. 33309

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