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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BANKERS REPOSITORY CORPORATION

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 1999

EMPIRE

SUBJECT:
REF:

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.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

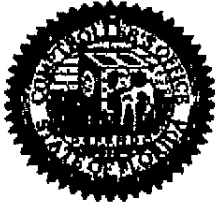
Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

If you have any further questions concerning your document, please call (850) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H99000000303
Letter Number: 299A00000482

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

January 13, 1999

Mr. Harvey S. Tolin
Gampex Group, Inc.
7355 NW 41 Street
Miami, FL 33166-6713

Dear Mr. Tolin:

Re: "Bankers Reppsitory Corporation"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Art Simon - Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-8111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BANKERS REPOSITORY CORPORATION

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: BANKERS REPOSITORY CORPORATION

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

7355 NW 41 STREET
Miami, FL 33166

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

RAY STEPHEN T
EMPIRE CORPORATE KIT COMPANY
1432 West Flagler Street #200
Miami, Florida 33135
(305) 541-3694

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To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

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To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 7,500 shares, having par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Shares of Stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Harvey S. Tolin 7355 NW 41 Street
Miami, FL 33166

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ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

P/S/T/D HARVEY S. TOLIN 7355 NW 41 STREET
MIAMI, FL 33166

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 5 day
of JANUARY, 1999.


RAY STORMONT, PRESIDENT FOR
EMPIRE CORPORATE KIT
OF AMERICA, INC.

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**ACCEPTANCE OF THE APPOINTMENT OF
REGISTERED AGENT AND DECLARATION OF
REGISTERED OFFICE UPON WHICH
SERVICE OF PROCESS MAY BE SERVED**

Having been designated a registered agent of Bankers Repository Corporation, on whom process may be served, and being familiar with the obligations of the registered agent, I hereby accept the designation and obligations of registered agent and agree to act in this capacity.

Registered office of Bankers Repository Corporation is located at 7355 N. W. 41 Street, Miami, FL 33166.

Signed by Harvey S. Tolin
Harvey S. Tolin
Registered Agent designee

Date JANUARY 5, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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