

LAW OFFICES
CHIKOVSKY, BEN & SCHAFER

FRED CHIKOVSKY, P.A.
LAWRENCE S. BEN*
*BOARD CERTIFIED TRIAL LAWYER
ROSE C. BEN
KEITH A. SCHAFER

HOME BUILDING
7TH FLOOR
1720 HARRISON STREET
HOLLYWOOD, FLORIDA 33020

BROWARD (954) 920-4438
DADE (305) 932-4355
FAX (954) 927-0609

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May 7, 1999

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Department of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

Re: ASTRAL EMPIRE INCORPORATED

Dear Sirs:

Pursuant to the above named proposed Articles of Incorporation, enclosed please find an original and one copy of the Articles of Incorporation. Also please find enclosed a check in the amount of \$78.75 representing the fees for filing. Please file the new corporation and return one copy which has been certified.

Thank you for your cooperation in this matter, and if you have any questions, please feel free to contact me.

Very truly yours,


FRED CHIKOVSKY
FC:cd
Enc.

FILED
99 MAY 10 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN MAY 13 1999

ARTICLES OF INCORPORATION
OF
ASTRAL EMPIRE INCORPORATED

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is: ASTRAL EMPIRE INCORPORATED

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is one hundred (100) shares of common stock having no par value.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles. action of law.

ARTICLE V. REGISTERED AGENT and PRINCIPAL/REGISTERED OFFICE

The Registered Agent shall be:

BRET L. LUSSKIN, JR.
665 Golden Beach Drive
Golden Beach, Florida 33160

The street address of the Principal/Registered Office of this corporation in the State of Florida shall be:

665 Golden Beach Drive
Golden Beach, Florida 33160

99 MAY 10 AM 10:40
FILED
TALLAHASSEE
SECRETARY OF STATE

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name(s) of the initial director(s) of this corporation and their street addresses are:

BRET L. LUSSKIN, JR.
665 Golden Beach Drive
Golden Beach, Florida 33160

The person(s) named as initial director(s) shall hold office for the first year of existence of this corporation or until their successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

BRET L. LUSSKIN, JR.
665 Golden Beach Drive
Golden Beach, Florida 33160

ARTICLE IX. AMENDMENT

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 them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE X. INITIAL OFFICERS

The name(s) of the initial officer(s) of this corporation and their street addresses are:

BRET L. LUSSKIN, JR. President/Secretary/Treasurer
665 Golden Beach Drive
Golden Beach, Florida 33160

The person(s) named as initial officer(s) shall hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. INITIAL SHARES

The initial shares of this corporation shall be issued to the following individual(s) as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>
BRET L. LUSSKIN, JR. 665 Golden Beach Drive Golden Beach, Florida 33160	100

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of may, 1999.

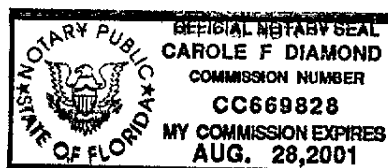
Bret Lusskin Jr.
BRET L. LUSSKIN, JR.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared, BRET L. LUSSKIN, JR., to me known to be the person described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on 7th day of may, 1999.

Carole F. Diamond
NOTARY PUBLIC, STATE OF
FLORIDA

My Commission Expires:



DESIGNATION and ACCEPTANCE REGISTERED AGENT

In compliance with Section 48.091, Florida statutes, the following is submitted:

That ASTRAL EMPIRE INCORPORATED, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 665 Golden Beach Drive, Golden Beach, County of Dade, State of Florida, has named BRET L. LUSSKIN, JR., located at 665 Golden Beach Drive, Golden Beach, County of Dade, State of Florida, as it's agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

BY Bret Lusskin Jr.
BRET L. LUSSKIN, JR.
Registered Agent

DATE 5/7/99

FILED
99 MAY 10 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA