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TRANSMITTAL LETTER

P99000097391

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

700003034417-3
-11/03/99-01086-017
*****78.75 *****78.75

SUBJECT: EMPIRE REAL ESTATE AND DEVELOPMENT CORP.
(Proposed corporate name - must include suffix)

Please send me back by my Fedex account.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED			

FROM: D. LIM/CORPORATE CLEARANCE CORP.
Name (Printed or typed)

450 7th AVENUE, 34th FLOOR
Address

NEW YORK, NY 10123
City, State & Zip

(212) 643-0408
Daytime Telephone number

99 NOV -3 AM 8:55
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/5
Spoke with Mr. Lim
does not need
cert. of status only
cert. copy. *SH*

NOTE: Please provide the original and one copy of the articles.

S. Thompson NOV 05 1999

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EMPIRE REAL ESTATE AND DEVELOPMENT CORP.

ARTICLE II PRINCIPAL OFFICE

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

90 ALTON ROAD, MIAMI BEACH, FL 33139

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

MORDECHAY SHAHAK

90 ALTON ROAD, MIAMI BEACH, FL 33139

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

MORDECHAY SHAHAK

90 ALTON ROAD, MIAMI BEACH, FL 33139

FILED
99 NOV -3 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA


Signature/Incorporator

10-28-99
Date

(An additional article must be added if an effective date is requested.)

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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent


Signature/Registered Agent

10-28-99
Date