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EMPIRE CORP.

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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

BDAY.COM, INC.

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ARTICLES OF INCORPORATION

OF

BDAY.COM, INC.

(3)

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

BDAY.COM, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is c/o Alison R. Cohen, 12550 Biscayne Blvd., Suite 405, North Miami, Florida, 33181.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1,000,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the

Prepared by: Howard D. Cohen, Esq., FL Bar #980323
12550 Biscayne Blvd., Suite 405
North Miami, FL 33181
(305) 893-5245

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TALLAHASSEE, FLORIDA

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State of Florida is c/o Howard D. Cohen, BDAY.COM, INC., 12550 Biscayne Blvd., Suite 405, North Miami, Florida, 33181, and the initial registered agent of this Corporation at that address shall be Howard D. Cohen.

ARTICLE V**INCORPORATOR**

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

Alison R. Cohen
c/o BDAY.COM, INC.
12550 Biscayne Blvd., Suite 405
North Miami, FL 33181

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this
18th day of November, 1999.


Alison R. Cohen, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Howard D. Cohen, Registered Agent

Prepared by: Howard D. Cohen, Esq., FL Bar #980323
12550 Biscayne Blvd., Suite 405
North Miami, FL 33181
(305) 893-5245

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