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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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Katherine Harris, Secretary of State

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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.

T & D INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION**T & D INVESTMENTS, INC.****ARTICLE I - NAME**

The name of this corporation is: **T & D INVESTMENTS, INC.**

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permeated under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorizes to issue up to *one thousand (1,000) shares* of common stock with a par value of \$1.00 dollar per share.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which, is hereby reserved unto stockholders by right, may and is hereby delegated, unto the Board of Directors.

The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board in writing, their decision to determine the consideration for the issuance of non-issued or sales of treasure shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or the disposal of treasure shares may be

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paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

Shares may not be issued until the full amount of the consideration therefor been paid.

When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND REGISTER AGENT

The street address of the principal office of this corporation is 15021 South Biscayne River Drive, Miami, Florida 33168.

The name of the initial register agent of this corporation at that address is
DONALD SPANN

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribe by the by-laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this are:

NAME	ADDRESS
Donald Spann President	15021 S. Biscayne River Drive Miami, Florida 33168

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H99000029635**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, at a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and other corporation, and no act of this corporation shall in any way be effected or invalidated by the act that any of the directors of the corporation are peculiarly or otherwise in, or are directors or officers of, such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the Board of Directors may be removed, with or without cause, by the vote of the holders of a majority of shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscribers of these Articles of Incorporation is:

NAME**ADDRESS**

Donald Spann
President

15021 S. Biscayne River Drive
Miami, Florida 33168

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H99000029635**ARTICLE XII - BY LAWS**

The power to adopt, alter, Amend, or repeal by-laws shall be vested in the Board of Directors. BY-LAWS shall be vested in the Board of Directors. BY-LAWS adopted by the Board of Directors may be repealed or change and new BY-LAWS may be adopted by the shareholders, and the shareholders may prescribe in any BY-LAWS made by them that such BY-LAWS shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

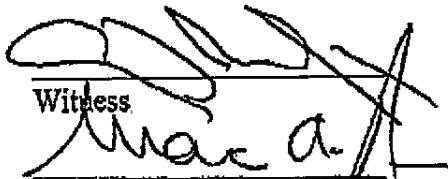

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.
All corporate powers shall be executed by under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by the Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of stockholders entitle to vote thereon.

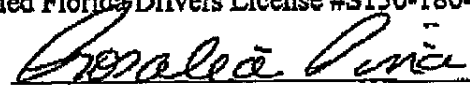
IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 18 day of November, 1999.


DONALD SPANN

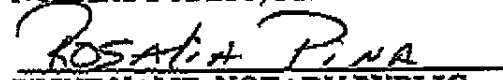

Witness

Witness

STATE OF FLORIDA)
)
COUNTY OF DADE)

The Foregoing Instrument was acknowledged before me this 18 day of November, 1999 by DONALD SPANN who has provided Florida Drivers License #S150-180-55-369-0 as identification and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:


PRINT NAME, NOTARY PUBLIC

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**CERTIFICATE OF DESIGNATION
REGISTER AGENT/PRINCIPAL OFFICE**

In pursuance of Section 607.0501, Florida Statutes, the following is submitted, in

Compliance said with said Act:

FIRST: T & D INVESTMENTS, INC.

Desiring to organized under the laws of the State of Florida with its principal office as

Indicated in the Articles of Incorporation at the City of Miami, County of

MIAMI-DADE, STATE OF FLORIDA, has named T & D INVESTMENTS, INC.

located at 15021 South Biscayne River Drive, Miami, Florida 33168

as its Register Agent and Principal Office to Accept Services of process within this State.

ACKNOWLEDGMENT:

Having been amend to accept service of process for the above stated corporation, at place

Designated in this capacity, and agree to comply with the provision of said Act relative to

Comply with the provision of said Act relative to keeping open said office.


Donald Spann

STATE OF FLORIDA)

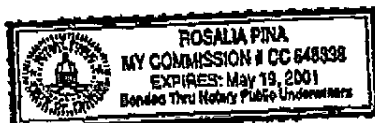
COUNTY OF DADE)

The Foregoing Instrument was acknowledged before me this 18 day of November, 1999 by
DONALD SPANN who has provided Florida Drivers License #S150-180-55-369-0 as identification and
who did take an oath.

MY COMMISSION EXPIRES:


NOTARY PUBLIC, STATE OF FLORIDA

ROSALIA PINA
PRINT NAME, NOTARY PUBLIC



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