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

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

**FLORIDA PROFIT CORPORATION OR P.A.**

**Empire Management Group, Inc.**

Certificate of Status	1
Certified Copy	0
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Empire Management Group, Inc.

### Article II. Address

The Corporation's mailing address is:  
Empire Management Group, Inc.  
111 Broadway  
18th Floor  
New York NY 10006

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
R. Lawrence Bonner  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Andrew D. Fisher

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

R. Lawrence Bonner | FL Bar Member 304328  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
305-350-5100

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PAGE 02

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

R. Lawrence Bonner  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 8, 1999.

The undersigned incorporator executed these Articles of Incorporation on December 8, 1999.

  
\_\_\_\_\_  
R. LAWRENCE BONNER  
by L.A. Uriarte as attorney-in-fact

R. Lawrence Bonner | FL Bar Member 304328  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
305-350-5100

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

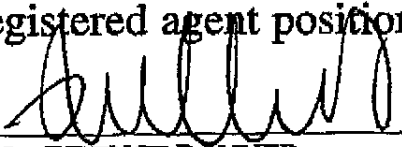
**CORPORATION:**

**Empire Management Group, Inc.**

**REGISTERED AGENT/OFFICE:**

**R. Lawrence Bonner  
100 SE 2nd Street, Suite 3400  
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**R. LAWRENCE BONNER  
by L.A. Uriarte as attorney-in-fact**

**Date: December 8, 1999**

**R. Lawrence Bonner | FL Bar Member 304328  
Homer, Bonner & Delgado, P.A.  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
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