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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.**eSPRINGS.com. Inc.**

Certificate of Status	0
Certified Copy	1
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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

December 29, 1999

EMPIRE

SUBJECT: ESPRINGS.COM, INC.
REF: W99000029598

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Becky McKnight
Document SpecialistFAX Aud. #: H99000033350
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ARTICLES OF INCORPORATION

OF

eSprings.com, Inc.

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is eSprings.com, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - TERM

This corporation shall commence its existence upon the filing of these articles and shall exist perpetually thereafter unless sooner dissolved according to law.

This instrument prepared by:
RICHARD A. IVERS, ESQ.
20170 Pines Boulevard, Suite 302
Pembroke Pines, Florida 33029
954-441-4441
Florida Bar No. 890261

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ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - PRINCIPAL OFFICE; INITIAL

REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The street address of the principal office of this corporation is 596 N.W. 111th Way, Coral Springs, Florida 33071. The initial registered office of this corporation is 596 N.W. 111th Way, Coral Springs, Florida 33071, and the initial registered agent of this corporation is Michael Waroff. The mailing address for this corporation is 596 N.W. 111th Way, Coral Springs, Florida 33071.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than three (3) directors. The names and addresses of the initial directors of this corporation are:

Michael G. Waroff
596 N.W. 111th Way
Coral Springs, FL 33071

Kelly O'Donnell
5305 N.W. 126th Drive
Coral Springs, FL 33076

Officers shall be elected from time to time in the manner set forth in the By-Laws of this corporation.

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Michael Waroff
596 N.W. 111th Way
Coral Springs, Florida 33071

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI - POSSIBLE CONFLICTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation, or not so interested.

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ARTICLE XII - CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of December, 1999.



Michael Waroff, Subscriber
FLDA# W610-547-68-461-0

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Waroff, who is known to me or who produced a Florida driver's license as identification, and who did take an oath, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of December, 1999.



NOTARY PUBLIC:



Terrence L. Licata
MY COMMISSION # CC034610 EXPIRES
April 6, 2003
BONDED THE FIDELITY AND SURETY CO. INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That eSprings.com, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at 596 N.W. 111th Way, Coral Springs, Florida 33071, has named Michael Waroff, located at 596 N.W. 111th Way, Coral Springs, Florida 33071, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above- stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By.


 (Resident Agent)

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