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STATE OF IDAHO
CORPORATION
DIVISION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMPIRE HOLDINGS, INC.**

The undersigned, Empire Holdings, Inc., an Idaho Corporation in the process of organization that has not issued shares, hereby amends and restates its Articles of Incorporation, in their entirety pursuant to a resolution duly adopted by its Board of Directors on April 20, 2006:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be **EMPIRE HOLDINGS, INC.**

**ARTICLE II
DURATION OF CORPORATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act, and to exercise all powers granted to a corporation formed under that Act, any amendments thereto or under any successor statute that may be hereinafter enacted.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be:

10,000,000 shares of non-assessable voting common stock having no par value. Any unissued share herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors of the corporation in such manner, amounts and proportions, for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

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ARTICLE V
NO PREEMPTIVE RIGHTS

The owners of shares of stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues or stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise

ARTICLE VI
NO CUMULATIVE VOTING

There shall be no cumulative voting of shares.

ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION

A majority of the shareholders may amend these articles of incorporation at any regular or special shareholders' meeting upon thirty days notice to all shareholders given by the Board of Directors.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The registered office of the corporation is 11559 N. Atlas Rd. Hayden, Idaho 83835, in the county of Kootenai and the registered agent at that address is Timothy D. Komberec.

ARTICLE IX
PROXY VOTING

In all elections for directors or managers of this corporation, shareholders entitled to vote shall have the right to vote their shares in person or by proxy.

ARTICLE X
BOARD OF DIRECTORS

There shall be at least five directors of this corporation, but not more than eight. The directors shall at all times be citizens of the United States of America. The names and addresses of said directors who shall manage the business of the corporation shall be

chosen at the annual shareholders' meeting that shall take place after January 1st and no later than April 30th of each year after proper notice to all shareholders. The Board of directors shall schedule the annual shareholders' meeting and other such meetings as they deem proper to conduct the business of the corporation.

ARTICLE XI BYLAWS OF THE CORPORATION

The board of directors is expressly authorized to enact, alter, amend or repeal bylaws of the corporation and to adopt new bylaws, including bylaws restricting transfer of shares in the corporation. All shares authorized and issued by the corporation are subject to the authorization herein granted to the board of directors. Provided, nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE XII LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XIII INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XIV TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not

exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

ARTICLE XV **NAME AND ADDRESS OF INCORPORATOR**

The name of the incorporator is Timothy D. Komberec and the incorporator's address is 11559 N. Atlas Rd. Hayden, Idaho 83835.

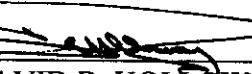
IN WITNESS WHEREOF, we hereunto set our hands this 20th day of April, 2006.

EMPIRE HOLDINGS, INC.

BY: 

TIMOTHY D. KOMBEREC, President
and Chief Executive Officer

ATTEST:

BY: 

DAVID B. HOLLOWAY, Secretary

2006 MAY 10 PM 12:54

**CERTIFICATE REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMPIRE HOLDINGS, INC.**

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, Timothy D. Komberec, President and Chief Executive Officer of Empire Holdings, Inc., an Idaho Corporation, pursuant to the requirements of Idaho Code Sections 30-1-1006 and 30-1-1007 hereby certifies as follows:

1. This certification is being filed together with Amended and Restated Articles of Incorporation of Empire Holdings, Inc.
2. The Amended and Restated Articles of Incorporation of Empire Holdings, Inc. filed herewith consolidate all amendments into a single document.
3. Statement required by Idaho Code Sections 30-1-1006 and 30-1-1007(3):

Name of the Corporation: Empire Holdings, Inc.

The text of each amendment adopted: The board of directors, at a meeting duly held on April 20, 2006 resolved that Articles IV, V, VI, and XI of the Articles of Incorporation of Empire Holdings, Inc. as filed on September 12, 2005 be amended to read as follows:

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be:

10,000,000 shares of non-assessable voting common stock having no par value. Any unissued share herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors of the corporation in such manner, amounts and proportions, for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

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ARTICLE VI
NO CUMULATIVE VOTING

There shall be no cumulative voting of shares.

ARTICLE XI
BYLAWS OF THE CORPORATION

The board of directors is expressly authorized to enact, alter, amend or repeal bylaws of the corporation and to adopt new bylaws, including bylaws restricting transfer of shares in the corporation. All shares authorized and issued by the corporation are subject to the authorization herein granted to the board of directors. Provided, nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

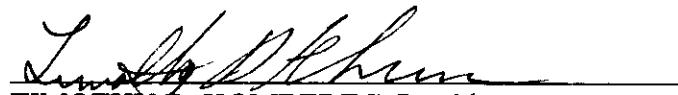
The amendments did not provide for an exchange, reclassification, or cancellation of issued shares since no shares have been issued by the corporation.

Date of Adoption of the Amendments: April 20, 2006.

The amendments were duly adopted and approved by the board of directors without shareholder approval and shareholder approval was not required.

I, Timothy D. Komberec, hereby certify that I am the President and Chief Executive Officer of Empire Holdings, Inc. and that the foregoing statements are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand on the 20th day of April, 2006.



TIMOTHY D. KOMBEREC, President
and Chief Executive Officer, Empire Holdings, Inc.