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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : STUMP, STOREY & CALLAHAN, P.A.
Account Number : I20000000161
Phone : (407)425-2571
Fax Number : (407)425-0827

FLORIDA PROFIT CORPORATION OR P.A.
EMANESCENTS CORPORATION

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Emanescents Corporation**

ARTICLE I

NAME AND DURATION

The name of the Corporation is Emanescents Corporation. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 5337 Cypress Reserve Place Winter Park, Florida 32792.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is Stump, Storey, & Callahan, P.A. 37 North Orange Ave., Ste. 200, Orlando, Florida 32801. The name of the registered agent at such address is Scott C. Roberts, Esquire.

ARTICLE IV

CORPORATE PURPOSES, POWERS AND RIGHTS

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

CAPITAL STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") at \$0.01 par value per share.

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**ARTICLE VI
INCORPORATOR**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>NAME</u> Scott C. Roberts, Esquire	<u>ADDRESS</u> 37 North Orange Avenue, Suite 200 Orlando, Florida 32801
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**ARTICLE VII
BOARD OF DIRECTORS**

The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the Corporation until the first annual meeting of the shareholders is/are as follows:

<u>Name</u> Charles J. Chase	<u>Address</u> 5337 Cypress Reserve Place Winter Park, Florida 32792
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**ARTICLE VIII
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE IX
BYLAWS**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

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The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

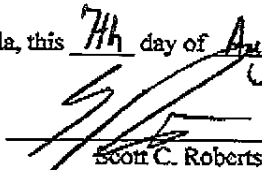
ARTICLE XI

TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 7th day of August, 2001.



Scott C. Roberts, Esquire

STATE OF FLORIDA

COUNTY OF ORANGE

SUBSCRIBED and SWORN to before me this _____ day of _____, 2001 by _____, the incorporator of Emanescents Corporation, a Florida corporation, who (check one): is personally known to me; has produced a valid driver's license # _____ or has produced other identification, to-wit: _____.

Notary Public - State of Florida

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REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Emanescents Corporation desiring to organize under the laws of the State of Florida, with its principal office at 5337 Cypress Reserve Place, Winter Park, Florida 32792 as indicated in the Articles of Incorporation, has named Scott C. Roberts, Esquire, located at Stump, Storey, & Callahan, P.A. 37 North Orange Ave., Ste. 200 Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent 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 provision of said statute relative to keeping open said office, and further states I am familiar with section 607.0501, Florida Statutes.



Scott C. Roberts, Esquire

DATED: 8/7/01

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