

P04000105852

Division of Corporations

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

From: Account Name : ALL FLORIDA BOOKKEEPING SERVICES, INC.  
Account Number : 119990000097  
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Fax Number : (352)671-5373

FLORIDA PROFIT CORPORATION OR P.A.

SEMIMORT, INC.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$70.00

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July 19, 2004

ALL FLORIDA BOOKEEPING SERVICES, INC.

SUBJECT: SEMIMORT, INC.  
REF: W04000027351

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the **complete document**, including the **electronic filing cover sheet**.

Only the first page of the articles of incorporation were received from your fax. Please refax your documents.,

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

FAX Aud. #: H04000147311  
Letter Number: 704A00045519

AUDIT NUMBER HO 4000147311 3

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2004 JUL 16 A 9:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SEMIMORT, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

**ARTICLE 1. - NAME**

The name of this corporation is: SEMIMORT, INC.

**ARTICLE 11. - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

a) To engage in the buying and selling of any and all types of commercially traded products, within the United States or the purchasing and sales can be on a world wide activity and to engage in any and all other functions, services and/or ancillary, therefore, and to do all other things which may be desirable to achieve the purposes aforesaid and to operate a successful business.

b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

c) To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries and colonies.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers, or corporate property or other instruments to secure payment of corporate indebtedness as required.

e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

All Florida Bookkeeping Services, Inc.  
3442 S.E. Lake Weir Road  
Ocala, FL 34471

AUDIT NUMBER HO 4000147311 3

2

f) To acquire by purchase, subscribers or otherwise, and to receive, hold, own, guarantee, sell assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in or with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvements and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all powers conferred by the Laws of Florida upon corporations formed under its Laws, and to do any or all things herein before set forth to the same extent as natural persons might or could do.

#### ARTICLE 111. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

One Thousand shares Common Stock \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation or be fixed by the incorporators or by the directors as a meeting called for such purpose.

#### ARTICLE 1V. - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

Five Hundred (\$500.00) Dollars.

All Florida Bookkeeping Services, Inc.  
3442 S.E. Lake Weir Road  
Ocala, FL 34471

AUDIT NUMBER HO 4000147311 3

3

**ARTICLE V.-TERMS OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI. - ADDRESS**

The initial address of this corporation in the State of Florida is:  
499 E. Sheridan Street, Suite 202, Dania Beach, FL. 33004.

The Board of Directors may from time to time move the principal office to any address in Florida.

**ARTICLE VII. - DIRECTORS**

This corporation shall have ( 1 ) directors initially. The number of directors may be increased from time to time on such manners as may be prescribed by the BY-LAWS, but shall never be less than (1).

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, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore 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 his 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 such claim or liability provided that no person shall be indemnified against, or by reimbursed for, any expense 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, reimburse such person in any proper cases even though not specially provided for.

All Florida Bookkeeping Services, Inc.  
3442 S.E. Lake Weir Road  
Ocala, FL 34471

AUDIT NUMBER HO 4000147311 3

4

No contact or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniary 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 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 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 he were not such director or officer of such other corporation or not so interested.

**ARTICLE V111. - INITIAL DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
TIMOTHY I SCHLEHUBER PRESIDENT SECRETARY TREASURER, DIRECTOR	499 E. Sheridan Street, Suite 202, Dania Beach, FL, 33004

**ARTICLE IX. - SUBSCRIBERS**

<u>NAME</u>	<u>ADDRESS</u>
TIMOTHY I SCHLEHUBER 1000 Shares Common Stock @ \$1.00 par	499 E. Sheridan Street, Suite 202 Dania Beach, FL 33004

**ARTICLE X. - REGISTERED AGENT AND OFFICER**

The street address of the corporation's initial registered office is:  
499 E. Sheridan Street, Suite 202, Dania Beach, FL 33004  
and the corporation's initial agent is: TIMOTHY I SCHLEHUBER

All Florida Bookkeeping Services, Inc.  
3442 S.E. Lake Weir Road  
Ocala, FL 34471

AUDIT NUMBER HO 4000147311 3

5

**ARTICLE XI. - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.

In witness whereof, the parties of these Articles of Incorporation have hereunto set their hands and seals this 16<sup>th</sup> Day of July, 2004.

  
TIMOTHY I SCHLEHUBER

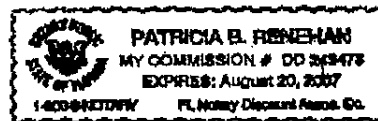
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County above to take acknowledgment, personally appeared TIMOTHY I SCHLEHUBER to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State named above 16<sup>th</sup> of July, 2004.

  
NOTARY PUBLIC STATE OF FLORIDA



All Florida Bookkeeping Services, Inc.  
3442 S.E. Lake Weir Road  
Ocala, FL 34471

AUDIT NUMBER HO 4000147311 3

**FILED**<sup>6</sup>

Certification of designating place of business or domicile for the service of process within Florida, naming agent upon who process may be served.

2004 JUL 16 A 9:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida statutes, the following is submitted; first- that

**SEMIMORT, INC.**  
NAME OF CORPORATION

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Dania Beach, FL, State of Florida, has named, **TIMOTHY I SCHLEHUBER**, 499 E. Sheridan Street, Suite 202, Dania Beach, FL 33004 its agent to service or process within Florida.

SIGNATURE *Timothy I. Schlehuber*  
TIMOTHY I SCHLEHUBER

TITLE: PRESIDENT  
DATE: 7/16/04

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

SIGNATURE *Timothy I. Schlehuber*  
REGISTERED AGENT - TIMOTHY I SCHLEHUBER  
DATE: 7/16/04

All Florida Bookkeeping Services, Inc.  
3442 S.E. Lake Weir Road  
Ocala, FL 34471