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Herbert Warner & Co  
400 S. Pine Drive  
Kissimmee, FL 33391

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-05/31/96--01050--006  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. E. S. M. Exclusive Sales  
(Corporation Name) (Document #)
2. Management, Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

FILED  
55 MAY 31 PM 4:35  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

EFFECTIVE DATE  
5-29-96

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JUN 5 1996 BSB

Examiner's Initials

**ARTICLES OF INCORPORATION**

FILED  
26 MAY 31 PM 4:36

FLORIDA STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, adopt the following Articles of Incorporation.

**EFFECTIVE DATE**  
5-29-96

**ARTICLE I**

**Name**

The name of this corporation is:  
E.S.M. Exclusive Sales Management, Inc.

**ARTICLE II**

**Purposes**

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might of could do, viz:

To purchase, lease, or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within of without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, plants and commissaries to be used in or in connection with its business. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time of times, of payable upon the happening of a specified event of event, secured or for any of the other objects of its business to secure the same by mortgage or mortgages, or deed or property, rights, privileges or franchises

**ARTICLE III**  
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand ( 10,000 ) shares of common stock of one Dollar ( \$ 1.00 ) per value.

**ARTICLE IV**  
Voting Rights

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

**ARTICLE V**  
Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VI**  
Pre-emptive 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 they already hold, shall have the right to purchase their prorata share thereof (as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

**ARTICLE VII**  
Initial Registered Office, Agent and Principal Address

The street address of the registered office of this corporation is: 400 S.Pointe Drive # 1001 , Miami Beach , FL 33139, and the name of the initial registered agent of this corporation at that address is Herbert Wormser.

**ARTICLE VIII**  
Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be wither increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and addresses of the number of the first board of directors who, subject to the provisions of the Certificate of Incorporation, by the by-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
Herbert Wormser	400 S.Pointe Drive # 1001 Miami Beach, Fl 33139
Barbara Ilsemann	400 S.Pointe Drive # 1001 Miami Beach, FL 33139

**ARTICLE IX**  
Subscribers

The name of the subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
Herbert Wormser	400 S.Pointe Drive # 1001 Miami Beach, Fl 33139

**ARTICLE X**  
Indemnification

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

**ARTICLE XI**  
Records and Documents

The corporation shall have the further right and power to:  
From time to time determine whether and to what extent and what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock books) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection and account book of document of this corporation except as conferred by state, unless authorized by a resolution of the shareholders or board of Directors.

The corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more officers within or without the Statutes of the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

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

Dated this 29th day, of May 1996.

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First- That Exclusive Sales Management, Incorporated to organize or qualify under the laws of the State of Florida, with its principal place of business at: 400 S. Pointe Drive # 1001, Miami Beach, Fl. 33139 Herbert Wormser as its Agent to accept service of process within Florida.

Signature: Herbert Wormser

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 relative to the proper and complete performance of duties.

Signature: Herbert Wormser

Title: Registered Agent

Date: 5-29-96

FILED  
96 MAY 31 PM 1:37  
STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE