

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

00000009827

CONTACT: CINDY HICKS

DATE: 1-28-00

600003114826--9
-01/28/00--01070--012
*****78.75 *****78.75

REF. #: 0150. 10267

CORP. NAME: E Com Sub, Inc.

- ☒ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION ☐ UCC-1 ☐ UCC-3
☐ OTHER: _____

STATE FEES PREPAID WITH CHECK# 6903 FOR \$ 78.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

Examiner's Initials _____

FILED
00 JAN 28 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN 28 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH JAN 28 2000

ARTICLES OF INCORPORATION

OF

E COM SUB, INC.

ARTICLE I

The name of the corporation is E COM SUB, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 11701 N.W. 101st Road, Miami, Florida 33178

ARTICLE III

The Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock, having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 11701 N.W. 101st Road, City of Miami, County of Dade, State of Florida 33178, and the name of its initial registered agent at such office is Donovan Chin.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is:

FILED
00 JAN 28 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ilia Lekach
11701 N.W. 101 Road
Miami, Florida 33178

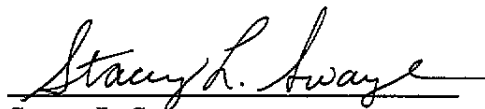
ARTICLE VII

The name of the Incorporator is Stacey L. Swaye and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27th day of January, 2000.


Stacey L. Swaye
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of E COM SUB, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


By: Donovan Chin, As Agent

Dated: January 27, 2000.

FILED
00 JAN 28 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA