

Pass 000041331

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

of Clearwater

SUBJECT: EMG AND ASSOCIATES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003212827--7  
-04/18/00--01075--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: FRANK ARCIERI  
Name (Printed or typed)

550 NORTH BAYSHORE BLVD.  
Address

CLEARWATER FL 33759  
City, State & Zip

727-669-5626  
Daytime Telephone number

FILED  
00 APR 18 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Frank GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp. Name  
DATE 4/25  
DOC. EXAM BC

NOTE: Please provide the original and one copy of the articles.

4-25  
MC

ARTICLES OF INCORPORATION

OF

EMG AND ASSOCIATES, INC. OF CLEARWATER

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED  
00 APR 18 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

EMG AND ASSOCIATES, INC. OF CLEARWATER

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities of business permitted under the laws of the United State, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 550 North Bayshore Blvd. Clearwater, Fl. 33759 and the name of the initial Registered Agent for the corporation at that address is: Frank Arcieri

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

FRANK ARCIERI, PRESIDENT  
JEANNIE ARCIERI, VICE PRESIDENT

ARTICLE IX INCORPORATOR

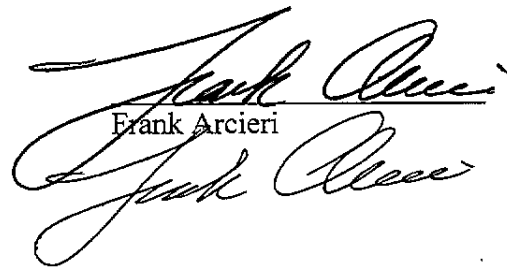
The name and address of the incorporator is:

FRANK ARCIERI  
550 NORTH BAYSHORE BLVD.  
CLEARWATER, FLORIDA 33759

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

17<sup>th</sup> day of April, 20 00.

Incorporator:

  
Frank Arcieri

STATE OF Florida  
COUNTY OF Pinellas

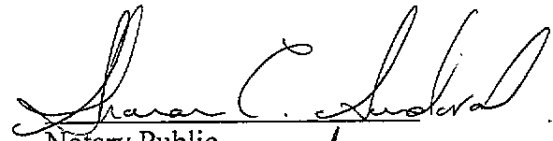
The foregoing instrument was executed and acknowledged before me this

17<sup>th</sup> day of April, 20 00 by  
Frank Arcieri

(SEAL)



Sharon C Sandoval  
My Commission CC779183  
Expires September 29, 2002

  
Notary Public  
State of Florida  
My Commission Expires:  
Sept 29, 2002

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

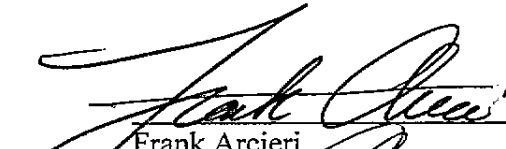
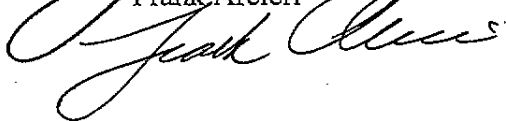
The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at: 550 North Bayshore Blvd. Clearwater, Fl. 33759 has named Frank Arcieri whose address is: 550 North Bayshore Blvd. Clearwater, Fl. 33759 as its Agent to accept service of process within this State.

FILED  
00 APR 18 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
Frank Arcieri  


STATE OF

Florida

COUNTY OF

Pineellas

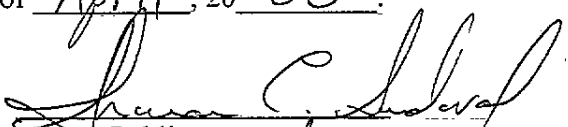
BEFORE ME, the undersigned authority, this day personally appeared Frank Arcieri, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 17<sup>th</sup> day of April, 20 00.

(SEAL)



Sharon C Sandoval  
My Commission CC779183  
Expires September 29, 2002

  
Notary Public

State of Florida

My commission Expires:

Sept. 29, 2002