

Division

Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE

8-23-00

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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

**FLORIDA PROFIT CORPORATION OR P.A.**

**e-Merge Technologies, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	04
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
e-Merge Technologies, Inc.

EFFECTIVE DATE  
8-23-00

### Article II. Address

The Corporation's mailing address is:  
e-Merge Technologies, Inc.  
1717 N. Bayshore Drive Suite 3854  
Miami FL 33432

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Michael Schwartz  
2514 Hollywood Boulevard  
Suite 508  
Hollywood FL 33020

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Jean - Aime Medici

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 2,000,000 shares of common stock, par value \$.01 per share.

**Article VI. Incorporator**

The name and address of the incorporator is:

Corporate Creations International Inc.

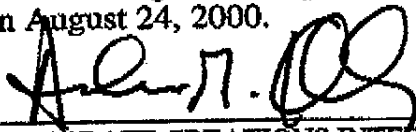
941 Fourth Street #200

Miami Beach FL 33139

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on August 23, 2000.

The undersigned incorporator executed these Articles of Incorporation on August 24, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.

Andreas M. Kelly Vice President

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

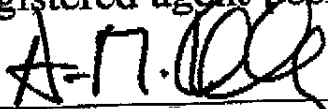
**CORPORATION:**

e-Merge Technologies, Inc.

**REGISTERED AGENT/OFFICE:**

Michael Schwartz  
2514 Hollywood Boulevard  
Suite 508  
Hollywood FL 33020

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MICHAEL SCHWARTZ  
by A.M. Kelly as attorney-in-fact

Date: 8/24/2000

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