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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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

**ECM HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ECM HOLDINGS, INC.

ARTICLE I - NAME

The name of this Corporation is ECM HOLDINGS, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 1455 NW 14<sup>th</sup> St, Miami, Florida 33125. The name and address of the initial registered agent for the Corporation is Benjamin R. Metsch, 1455 NW 14<sup>th</sup> Street, Miami, Florida 33125.

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#### ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director of this Corporation is:

Name

Address

Eliseo L. Martinez

1455 NW 14<sup>th</sup> Street, Miami, Florida 33125

#### ARTICLE VIII - OFFICERS

The officers of the Corporation are:

Name

Office

Eliseo L. Martinez

President, Vice-President, Secretary and Treasurer

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE X - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.

**ARTICLE XI - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Metsch, 1455 NW 14<sup>th</sup> Street, Miami, Florida 33125.

**ARTICLE XII - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,  
this 27<sup>th</sup> day of March, 2001.



BENJAMIN R. METSCH  
(Incorporator)

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )


Before me, a Notary Public authorized in the State and County set forth above, personally  
appeared BENJAMIN R. METSCH, known to me and known by me to be the person, who, as  
Incorporator, executed the foregoing Articles of Incorporation of ECM HOLDINGS, INC., and  
he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in  
the State and County aforesaid, this 27<sup>th</sup> day of March, 2001.



NOTARY PUBLIC, State of Florida

My Commission Expires:

 Ninnette M Ortiz  
My Commission CC874285  
Expires September 28, 2003

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 27 DAY OF March, 2001.



BENJAMIN R. METSCH

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