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01 MAY -7 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dept. of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

May 3, 2001

000004140020--71  
-05/07/01--01143--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find two (2) copies of the Articles of Incorporation along with a check for \$70.00 to cover the filing fee and the designation of Registered Agent.

ELIZABETH M. BROWN  
FIORELLO INCOME TAX SERVICE  
3094 JOG ROAD  
GREENACRES, FL 33467

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01 MAY -7 AM 11:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation and its principal place of business is:

EMMERSON CORP.  
420 SW 8TH AVENUE  
BOYNTON BEACH, FL 33435

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value at this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 par value.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE V - OFFICERS AND DIRECTORS**

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are) :

**PRESIDENT / VICE-PRESIDENT/SEC./TREAS.**

DANIEL J. GARFIELD  
420 SW 8<sup>TH</sup> AVE  
BOYNTON BEACH, FL 33435

**ARTICLE VI - INCORPORATORS**

The name (s) and address (es) of the incorporator (s) to this articles of incorporation is (are) :

DANIEL J. GARFIELD  
420 SW 8<sup>TH</sup> AVE  
BOYNTON BEACH, FL 33435

IN WITNESS WHEREOF, The undersigned incorporator (s) has (have) executed these Articles of Incorporation this 3rd day of May, 2001.

SIGNATURES OF INCORPORATOR (S)

Daniel J. Garfield

\_\_\_\_\_

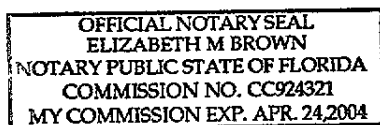
\_\_\_\_\_

\_\_\_\_\_

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this \_\_\_\_  
3rd day of May, 2001.



NOTARY PUBLIC

Elizabeth M. Brown  
My commission expires: 4/24/04

**ELIZABETH M. BROWN**

(SEAL)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT /**  
**REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the state of Florida.

A. The name of the corporation is:  
EMERSON CORP..

B. The name and address of the registered agent and office is:

ELIZABETH M. BROWN  
FIORELLO INCOME TAX SERVICE  
3094 JOG ROAD.  
GREENACRES, FL 33467

Signature Daniel J. Garfield  
(Corporate Officer)

Title PRES

Date 05/03/01

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 my duties, and I accept the duties and obligations of section 607.325 of Florida statutes.

Signature Elizabeth M Brown  
(Registered Agent)