

P010000081182

BOND, ARNETT & PHELAN, P. A.

ATTORNEYS AT LAW

101 SOUTHWEST THIRD STREET

POST OFFICE BOX 2405

OCALA, FLORIDA 34478

JOHN W. ARNETT**
M. THOMAS BOND, JR.
ANN MELINDA CRAIGS
WILLIAM H. PHELAN, JR.
MARTY SMITH*

TELEPHONE
(352) 622-1188

FAX
(352) 622-1125

**BOARD CERTIFIED REAL ESTATE LAWYER
*OF COUNSEL

August 9, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399-0000

100004534841--3

-08/15/01-01007-002

*****78.75 *****78.75

ATTN: Filing Department

Re: EMB PROPERTIES, INC.

Dear Madam/Sir:

Please find enclosed an original and copy of Articles of Incorporation for the above-named corporation. Also enclosed, please find our firm check made payable to the "Florida Department of State" in the amount of \$78.75 representing the cost for filing the same as follows:

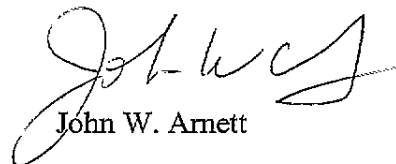
Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$ 78.75

I would request that you file the original Articles and return a certified copy of the same to me at your earliest convenience.

Thank you for your assistance in this matter. Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

BOND, ARNETT & PHELAN, P.A.


John W. Arnett

JWA/rm
Enclosures

01 AUG 14 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Burch AUG 17 2001

ARTICLES OF INCORPORATION
OF
EMB PROPERTIES, INC.

ARTICLE I - Name

The name of this corporation is EMB PROPERTIES, INC.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to engage in residential and/or commercial real estate development and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Principal Office

The street address of the initial principal office of this corporation is 250 N.E. 52nd Court, Ocala, Florida 34470, and the mailing address is the same.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

EDWARD M. BRAYMEN
250 N.E. 52nd Court
Ocala, Florida 34470

FILED
01 AUG 14 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII - Incorporator

The name and address of the person signing these Articles is:

EDWARD M. BRAYMEN
250 N.E. 52nd Court
Ocala, Florida 34470

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

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 - Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - Pre-Emptive Rights

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time so issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived


by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII - Initial Registered Office and Agent

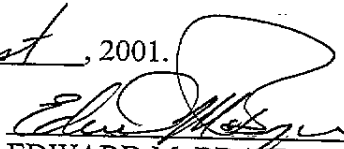
In pursuance of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That EMB PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation at the City of Ocala, County of Marion, and State of Florida, has named JOHN W. ARNETT located at 101 S.W. Third Street, Ocala, Florida 34474, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOHN W. ARNETT
Registered Agent

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of August, 2001.


EDWARD M. BRAYMEN
Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 13th day of August, 2001 by EDWARD M. BRAYMEN.

(Sign) Rhonda G. McNeal
(Print) _____
NOTARY PUBLIC

IDENTIFICATION BY:

() Personal Knowledge OR

(X) Florida Drivers License
(Form of Identification)

My Commission Expires:

