

PO2000086982

MATT E. DANNHEISSER, P.A.
ATTORNEY AT LAW

504 NORTH BAYLEN STREET
PENSACOLA, FLORIDA 32501

TELEPHONE (850) 434-7272 FACSIMILE (850) 432-2028
E-MAIL MATTDANNHEISSER@AOL.COM

FILED

02 AUG -8 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 7, 2002

Via Airborne Express
(Airbill No. 7120159955)

Secretary of State
Corporate Division
The Capitol
409 East Gaines Street
Tallahassee, Florida 32399

400006977514--2
-08/08/02--01065--002
*****78.75 *****78.75

RE: EMERSON & COMPANY, INC.
Our File No. E1097-005

Dear Sir or Madam:

Enclosed herewith please find the following pertaining to the formation of the above-described corporation:

- A. Original executed Articles of Incorporation;
- B. Copy of executed Articles of Incorporation; and
- C. Check in the amount of \$78.75.

After the original Articles of Incorporation have been filed, it would be appreciated if you would return the copy to us, indicating certification.

Please call should you have any questions.

Yours very truly,



Matt E. Dannheisser
For the Firm

MED/lg
Enclosures

8-13-02


FILED

02 AUG -8 AM 8: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

EMERSON & COMPANY, INC.

The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be EMERSON & COMPANY, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is real estate investments, management, brokerage, and other services, and to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 7,500 shares of common stock having \$1.00 par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial principal office of this corporation shall be 216 East Government Street, Pensacola, Florida, 32501.

The initial registered agent as such address will be Marshall E. Emerson.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Marshall E. Emerson, 216 East Government Street, Pensacola, Florida, 32501.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial Director of this corporation and his street address is:

Name

Address

Marshall E. Emerson

216 East Government Street
Pensacola, Florida 32501

ARTICLE IX. OFFICERS

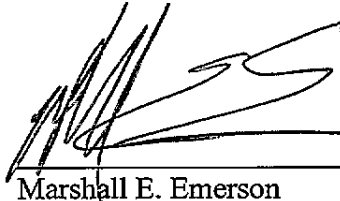
The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights

and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.



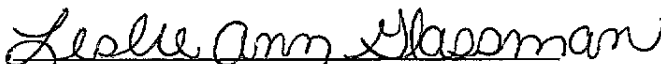
Marshall E. Emerson

STATE OF FLORIDA :
COUNTY OF ESCAMBIA:

SWORN TO AND SUBSCRIBED before me this 7th day of August, 2002, by Marshall E. Emerson, who ~~has produced~~ _____ as ~~identification or~~ who is personally known to me.



Leslie Ann Glassman
My Commission CC938498
Expires May 21, 2004


NOTARY PUBLIC
Leslie Ann Glassman
(name of officer typed, printed
or stamped)
CC938498
commission/serial number

My Commission Expires:

FILED

02 AUG -8 AM 8: 02

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EMERSON & COMPANY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 216 East Government Street, Pensacola, Florida, 32501, with Marshall E. Emerson as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

By: 

Marshall E. Emerson
Registered Agent

DATED this the 7th day of August, 2002.