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FLORIDA PROFIT CORPORATION OR P.A.

edmund green holdings, inc.

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F. CHAMBER

JAN 31

Articles Prepared by:
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F.B. N.:957940
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(6)

ARTICLES OF INCORPORATION
OF
EDMUND GREEN HOLDINGS, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article
Name

The name of the corporation shall be:
EDMUND GREEN HOLDINGS, INC.

Article II
ADDRESS

The principal office and mailing address of this corporation shall be 1411 NE 156TH TERRACE, MIAMI, FL, 33162.

Article III
NATURE OF BUSINESS

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

Article IV

Page 1 of 5

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CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having par value of \$1 per share.

Article V TERM OF EXISTENCE

This corporation is to exist perpetually.

Article VI PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

Article VII DIRECTORS

All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the corporation shall likewise be managed under the Board, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have one Director, initially. The names and street address are:

EDMUND GREEN, 1411 NE 156TH TERRACE, MIAMI, FL, 33162.

Article VIII OFFICERS

The name and address of the officers of the corporation who shall hold office for the first year, or until their successors are elected or appointed are as follows:

| Name | Office |
|---------------|--|
| EDMUND GREEN, | President, Corporate Secretary and Treasurer |

**Articles IX
INDEMNIFICATION**

The corporation shall indemnify and advance expenses to {to the fullest extent authorized or permitted by law}, any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an Officer or Director of the corporation or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise expressly prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to any person made or threatened to be made, a party to any action, suit or proceeding by reasons of the facts stated above.

**Article X
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the state of Florida is: 801 BRICKELL AVE, 9TH FLOOR, MIAMI, FL, 33131 and the name of its initial registered agent at such address shall be G.O.L. HENRIQUES, ESQ.

**Article XI
BY-LAWS**

The power to adopt, alter, amend, repeal, rescind or adopt new By-laws, shall be vested in the Board of Directors of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provision or requirement for the corporation, provided that same is not inconsistent with the Articles of Incorporation nor contrary to the laws of this State or of the United States.

Article XII

AMENDMENTS

The Corporation, through its Board of Directors, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon the Members, Officers and Directors are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or special meeting by a two-thirds vote of the Members present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. All amendments must be approved in writing by the Board of Directors before becoming effective.

Article XIII
INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

EDMUND GREEN, 1411 NE 156TH TERRACE, MIAMI, FL. 33162


Signature/Incorporator


Date

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CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING REGISTERED
UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Florida Statutes 607.0501, the
following is submitted:

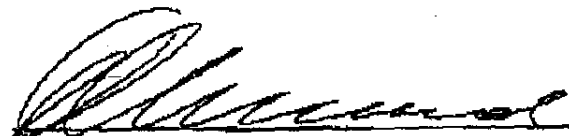
EDMUND GREEN HOLDINGS, INC., desiring to qualify under the laws
of the State of Florida, with its principal place of business at
1411 NE 156TH TERRACE, MIAMI, FL, 33162, has appointed G.O.L.
HENRIQUES, ESQ., as its Registered Agent to accept Service of
Process within the State of Florida.

ACCEPTANCE

Having been named as Registered agent and designated to
accept service of process for the above named corporation at 801
BRICKELL AVE, 9TH FLOOR, MIAMI, FL, 33131.

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to
comply with the provisions of all statutes relating to the proper
and complete performance of my duties. I am familiar with and
accept the obligations of my position as registered agent.

Dated this 29 Day of January,
2003.


G.O.L. HENRIQUES, ESQ.

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