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Fax Number : (407) 244-5288

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

**Emerson Management U.S. Services, Inc.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
EMERSON MANAGEMENT U.S. SERVICES, INC.**

ALLAHASSEE FLORIDA

The undersigned, acting as incorporator of Emerson Management U.S. Services, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be:

Emerson Management U.S. Services, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 5728 Major Boulevard, Suite 200, Orlando, FL 32819.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Joseph Pasqualetti, 5728 Major Boulevard, Suite 200, Orlando, FL 32819.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Joseph Pasqualetti	5728 Major Blvd., Suite 200 Orlando, FL 32819
Neil Kynaston	5728 Major Blvd., Suite 200 Orlando, FL 32819
Peter E. Jones	5728 Major Blvd., Suite 200 Orlando, FL 32819

#### ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Glenn A. Adams, Esq.	200 S. Orange Ave., Suite 2600 Orlando, FL 32801

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may

be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of August, 2004.

  
Glenn A. Adams, Incorporator

08/04/2004 15:00 FAX

08/04/2004 14:23 FAX

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**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Emerson Management U.S. Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 5728 Major Boulevard, Suite 200, City of Orlando, County of Orange, State of Florida 32819, has named Joseph Pasqualetti, located at 5728 Major Boulevard, Suite 200, City of Orlando, County of Orange, State of Florida 32819, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 4, 2004

  
Joseph Pasqualetti

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