

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG
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Emshar, Inc.

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**ARTICLES OF INCORPORATION
OF
EMSHAR, INC.**

ARTICLE I - NAME

The name of this corporation is: **EMSHAR, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailling address is:

Fieldstone Lester Shear & Denberg, LLP
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

ARTICLE III - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Robert E. Dady, Esq.
Fieldstone Lester Shear & Denberg, LLP
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

**ARTICLE VIII - INITIAL REGISTERED
OFFICE AND AGENT**

The name and address of the initial registered agent of this corporation is:

Robert E. Dady, Esq.
Fieldstone Lester Shear & Denberg, LLP
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

ARTICLE IX - INCORPORATOR

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

Robert E. Dady, Esq.
Fieldstone Lester Shear & Denberg, LLP
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

ARTICLE X - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - INDEMNIFICATION

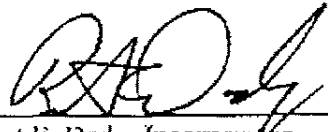
The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

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ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of January, 2005.



Robert E. Dady, Incorporator

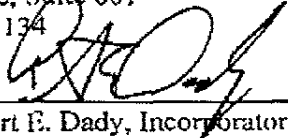
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **EMSHAR, INC.**
2. The name and address of the registered agent and office is:

Robert E. Dady, Esq.
Fieldstone Lester Shear & Denberg, LLP
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134


Robert E. Dady, Incorporator

Date: January 20, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.


Robert E. Dady, Registered Agent

Date: January 20, 2005