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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

EMDS CORPORATION

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**ARTICLES OF INCORPORATION
OF
EMDS CORPORATION**

The undersigned, acting as incorporator, hereby forms a corporation for profit pursuant to Chapter 607 of the Florida Statutes and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **EMDS CORPORATION**.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 415 East Princeton Street, Orlando, Florida 32803.

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The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To serve as a general partner for a limited partnership and to engage in any other profitable venture.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property whether or not such property is necessary for the rendering of professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - INITIAL REGISTERED OFFICEAND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 557 North Wymore Road, Suite 100, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address Steven H. Kane. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
EDWARD M. BRENNER	415 East Princeton Street, Orlando, Florida 32803

ARTICLE IX - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be four.
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
EDWARD M. BRENNER	415 East Princeton Street, Orlando, Florida 32803
MARC S. BRENNER	415 East Princeton Street, Orlando, Florida 32803
DAVID BRENNER	415 East Princeton Street, Orlando, Florida 32803
SUSAN BRENNER WAGNER	415 East Princeton Street, Orlando, Florida 32803

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE X-INITIAL OFFICERS

The name of the initial officers of the Corporation, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Position</u>
EDWARD M. BRENNER	President
MARC S. BRENNER	Vice-President, Secretary
DAVID BRENNER	Vice-President
SUSAN BRENNER WAGNER	Vice-President

ARTICLE XI- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XII- AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type or agreement vesting in another person the authority to exercise the voting power of any or all of his shares.


ARTICLE XIV - DATE OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles and shall exist perpetually unless dissolved according to law.

ARTICLE XV - DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE

The name of the initial registered agent of this corporation is Steven H. Kane. The street address of the initial registered agent is 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company 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 as provided for in Chapter 608, *Florida Statutes*.


Steven H. Kane

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida this 25 day of February, 2005.


EDWARD M. BRENNER