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Elena Maldonado Guzman

3711 Starboard Avenue

Cooper City, Florida 33026

(Address)

(City/State/Zip/Phone #)

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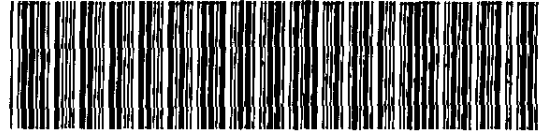
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ARTICLES OF INCORPORATION

OF

EMPH CORPORATION

The UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, Acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

EMPH CORPORATION

3711 Starboard Avenue

Cooper City, Florida 33026

ARTICLE II

The nature of business of this corporation and the objects and purpose proposed to be transacted and carried on by it are as follows:

1. To engage in any facet of the business of distributing goods and products including the purchase, sale, trade, market or lease of any goods and products in the United States of America.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Per Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

All of the said stock shall be payable in cash, property, (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered agents and the registered agent's address shall be:

Marco Cuberos

15811 S.W. 24 Street

Miramar, Florida 33178

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from the time to time unless the shareholders shall, by a majority vote thereafter, determine that the corporation be managed by the Shareholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office until the first annual meeting of shareholders and until the directors successor is duly elected and qualified or until the director's earlier resignation, removal from office or death shall be:

<u>Name</u>	<u>Address</u>
Elena Maldonado Guzman	3711 Starboard Avenue Cooper City, Florida 33026

ARTICLE VIII

The name and address of the Subscribes and of the persons signing these Articles, and the number of shares the subscribers agree to take is:

Name and Address	# of Shares
Elena Maldonado Guzman 3711 Starboard Avenue Cooper City, Florida 33026	500
Patricia M. Cuberos 15811 S.W. 24 Street Miramar, Florida 33027	500

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that such individual or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if such individual were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

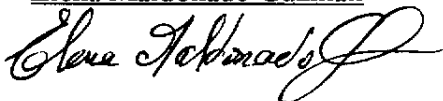
The private property of the shareholders shall not be subject to payment of the corporation debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

ARTICLE XI

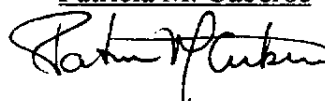
This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigners, being the original Subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agree to take the number of shares hereinbefore set forth, and hereunto Set my hand and seal this 1st, day of March, 2005.

Elena Maldonado Guzman



Patricia M. Cuberos



STATE OF FLORIDA)

) ss

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared

Elena Maldonado Guzman, and Patricia M. Cuberos to me known to be the persons described in and who executed the foregoing Articles of Incorporation for the aforesaid stated corporation, who after being first duly sworn, under oath, acknowledged before me that the said persons executed the same for the purposes therein set forth.

WITNESS my official hand and seal this 1st day of March 2005

Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

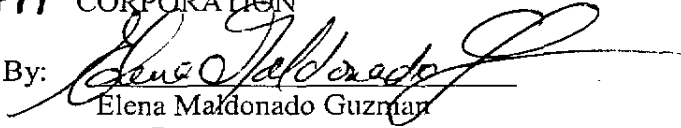
In pursuance of Chapter 48.091, Florida Statute, the following is submitted,
in compliance with said Act:

First – that EMPH Corporation, desiring to Organize under the laws of the State of Florida,
with its principal office, as indicated in the articles of incorporation at Cooper City,
County of Broward, State of Florida, has named Marco Cuberos
as its registered agent accept services of process within this state.

Further , the registered address of this corporation 15811 S.W. 24 Street Miramar, Florida
33027. The principal office is the same address as the registered office.

EMPH CORPORATION

By:

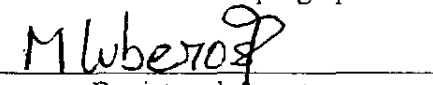

Elena Maldonado Guzman


Patricia M. Cuberos

ACKNOWLEDGEMENT

Having named to accept services 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 provision of said Act relative to keeping open said office.

By:


Registered Agent