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Division of Corporations

Page 1 of 1

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : THE LEE LAW FIRM, P.L.
Account Number : I20070000039
Phone : (407) 550-0368
Fax Number : (305) 375-8050

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FLORIDA PROFIT/NON PROFIT CORPORATION
UNIVERSAL INVESTMENTS, INC.

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October 17, 2011

THE LEE LAW FIRM, P.L.

SUBJECT: UNIVERSAL INVESTMENTS, INC.
REF: W11000053203

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L1000037442 (UNIVERSAL INVESTMENT COMPANY, LLC).

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Pamela Smith
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNIVERSAL CAPITAL INVESTMENT MANAGEMENT, INC.

The undersigned incorporator to the Articles of Incorporation, desiring to form a corporation under the provisions of the Florida Business Corporation Act ("FBCA"), does hereby accept all of the rights and privileges, benefits, and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the charter of the Corporation hereby organized:

FIRST: Name. The name of this corporation is **UNIVERSAL CAPITAL INVESTMENT MANAGEMENT, INC.** (the "Corporation").

SECOND: Initial Corporate Address; Registered Office and Agent. The initial street address of the Corporation is 2348 Stone Cross Circle, Orlando, Florida 32828. The address of the Corporation's initial registered office in the State of Florida is to be located at 121 South Orange Avenue, Suite 1270, Orlando, Florida 32801. Its initial registered agent at such address is Diaz, Reus & Targ, LLP.

THIRD: Duration; Purpose.

Section 3.1. Duration. Subject to the provisions below, the Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

Section 3.2. Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

FOURTH: Capital Stock.

Section 4.1. Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000), one thousand (1,000) of which shall be shares of Common Stock with a par value of \$0.0001 per share.

Section 4.2. Common Stock. Except as otherwise required by law or as otherwise provided in the terms of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, the holders of the Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote.

Section 4.3. Preferred Stock. The Board of Directors is authorized, subject to limitations prescribed by law, by resolution or resolutions to provide for the issuance of shares of preferred stock in one or more series, and, by filing a certificate when required by the FBCA, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

FIFTH: Provisions Applicable Until Business Combination or Termination Date. A "Business Combination" shall mean the acquisition by the Corporation, whether by merger, capital stock exchange, asset or stock acquisition or other similar type of transaction or a combination of the foregoing of an operating business. Prior to the consummation of any Business Combination, the Corporation shall submit such Business Combination to its stockholders for approval regardless of whether the Business Combination is of a type which normally would require such stockholder approval under the FBCA.

SIXTH: Elimination of Certain Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.0834 of the FBCA, or (d) for any transaction from which the director derived an improper personal benefit. If the FBCA is hereafter amended to permit a corporation to further eliminate or limit the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall, without further action of the directors or stockholders, be further eliminated or limited to the fullest extent permitted by the FBCA as so amended. Neither any amendment, repeal, or modification of this Article Sixth, nor the adoption or amendment of any other provision of these Articles of Incorporation or the bylaws of the Corporation inconsistent with this Article Sixth, shall adversely affect any right or protection provided hereby with respect to any act or omission occurring prior to the date when such amendment, repeal, modification, or adoption became effective.

SEVENTH: Indemnification.

Section 7.1. Right to Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit, proceeding or alternative dispute resolution procedure, whether (a) civil, criminal, administrative, investigative or otherwise, (b) formal or informal or (c) by or in the right of the Corporation (collectively, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, manager, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic limited liability company, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as such a director, officer, employee or agent of the Corporation or in any other capacity while serving as such other director, manager, officer, partner, trustee, employee or agent, shall be indemnified and held harmless by the Corporation against all judgments, penalties and fines incurred or paid, and against all expenses (including attorneys' fees) and settlement amounts incurred or paid, in connection with any such

proceeding, except in relation to matters as to which the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. Until such time as there has been a final judgment to the contrary, a person shall be presumed to be entitled to be indemnified under this Section 7.1. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, either rebut such presumption or create a presumption that (a) the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that the person's conduct was unlawful or (c) the person was not successful on the merits or otherwise in defense of the proceeding or of any claim, issue or matter therein. If the FBCA is hereafter amended to provide for indemnification rights broader than those provided by this Section 7.1, then the persons referred to in this Section 7.1 shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the FBCA as so amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior to such amendment).

Section 7.2. Determination of Entitlement to Indemnification. A determination as to whether a person who is a director or officer of the Corporation at the time of the determination is entitled to be indemnified and held harmless under Section 7.1 shall be made (a) a majority vote of the directors who are not parties to such proceeding, even though less than a quorum, (b) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, (c) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (d) by the stockholders. A determination as to whether a person who is not a director or officer of the Corporation at the time of the determination is entitled to be indemnified and held harmless under Section 7.1 shall be made by or as directed by the Board of Directors of the Corporation.

Section 7.3. Mandatory Advancement of Expenses. The right to indemnification conferred in this Article Seventh shall include the right to require the Corporation to pay the expenses (including attorneys' fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Board of Directors so determines, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer of the Corporation (but not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall be finally determined that such indemnitee is not entitled to be indemnified for such expenses under Section 7.1 or otherwise.

Section 7.4. Non-Exclusivity of Rights. The right to indemnification and the advancement of expenses conferred in this Article Seventh shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, any

provision of these Articles of Incorporation or of any bylaw, agreement, or insurance policy or arrangement, or any vote of stockholders or disinterested directors, or otherwise. The Board of Directors is expressly authorized to adopt and enter into indemnification agreements with, and obtain insurance for, directors and officers.

Section 7.5. Effect of Amendment. Neither any amendment, repeal, or modification of this Article Seventh, nor the adoption or amendment of any other provision of these Articles of Incorporation or the bylaws of the Corporation inconsistent with this Article Seventh, shall adversely affect any right or protection provided hereby with respect to any act or omission occurring prior to the date when such amendment, repeal, modification, or adoption became effective.

EIGHTH: Miscellaneous. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating powers of the Corporation and its directors and stockholders:

Section 8.1 Number, Election and Term of Office of Directors. The initial Board of Directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. No decrease in the number of directors shall change the term of any director in office at the time of such decrease. A director shall hold office until the annual meeting for the year in which the director's term expires and such director's successor shall be elected and qualified, subject, however, to such director's prior death, resignation or removal from office.

Section 8.2 Manner of Election of Directors. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

Section 8.3 Adoption and Amendment of Bylaws. The Board of Directors shall have power to make and adopt bylaws with respect to the organization, operation and government of the Corporation and, subject to such restrictions as may be set forth in the bylaws, from time to time to change, alter, amend or repeal the same, but the stockholders of the Corporation may make and adopt additional bylaws and, subject to such restrictions as may be set forth in the bylaws, may change, alter, amend or repeal any bylaw whether adopted by them or otherwise.

Section 8.4 Vote Required to Amend Certain Provisions of Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the bylaws of the Corporation or any provision of law which might otherwise permit a lesser vote, but in addition to any affirmative vote of the holders of any particular class or series of stock required by law, these Articles of Incorporation, or the bylaws, the affirmative vote of the holders of at least 66 2/3% of the Corporation's capital stock entitled to vote generally in the election of directors, voting as a single class, shall be required to alter, amend, or adopt any provision inconsistent with or repeal Articles Sixth, Seventh and Eighth of these Articles of Incorporation.

Section 8.5 Severability. In the event any provision (or portion thereof) of these Articles of Incorporation shall be found to be invalid, prohibited, or unenforceable for any reason, the remaining provisions (or portions thereof) of these Articles of Incorporation shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited, or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation and its stockholders that each such remaining provision (or portion thereof) of these Articles of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable as to all stockholders, notwithstanding any such finding.

Section 8.6 Reservation of Right to Amend Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or herein, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: Incorporator. The name and mailing address of the incorporator are as follows:

Name

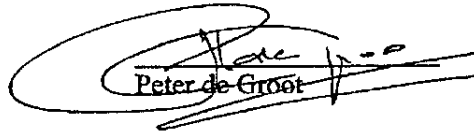
Peter de Groot

Mailing Address

2348 Stone Cross Circle, Orlando, Florida 32828

TENTH: Pre-emptive Rights. No holder of stock of the Corporation shall be entitled as of right to subscribe for or purchase any shares of any class of the Corporation, whether such shares or such class is now or hereafter authorized.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name as of the 26 day of October, 2011.


Peter de Groot

STATE OF Florida)
) SS.
COUNTY OF Orange)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOREGOING was sworn to, subscribed and acknowledged before me this 26th day of October, 2011, by Peter de Groot, as Incorporator of the Corporation, who is personally known to me or has produced FLD 262668 SS 3480 as identification.



NOTARY SEAL

Notary Public
Print Name: Jesslyn Polo
Commission No.: 0317/2012
My Commission Expires:

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.0501(3), Emerging Markets Holdings, Inc. submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is UNIVERSAL CAPITAL INVESTMENT MANAGEMENT, INC.

2. The name and address of the registered agent and office is: Diaz, Reus & Targ, LLP, 121 South Orange Avenue, Suite 1270, Orlando, Florida 32801, Attention: Robert Q. Lee, Esq.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned, by and through its duly appointed representative, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: October 26, 2011

DIAZ, REUS & TARG, LLP

By: 

Robert Q. Lee, Partner