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13 JAN 28 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
1/29/13

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

January 23, 2013

***Via Hand Delivery***

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

Re: **EMMANIE DMG, INC.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

☐ \$70.00  
Filing Fee

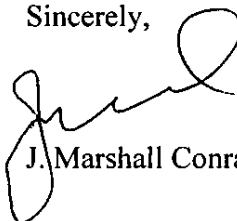
☐ \$78.75  
Filing Fee &  
Certificate of Status

☒ \$78.75  
Filing Fee &  
Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy &  
Certificate of Status

I would appreciate your calling my assistant, Kristin, at 425-5453, when the certified copy is ready and we will arrange for our messenger to pick up the certified copy. Please do not hesitate to call me if you have any questions. Thank you for your assistance in this regard.

Sincerely,



J. Marshall Conrad

JMC/khg  
Enclosures

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

Writer's Direct Line: (850) 425-5476

January 28, 2013

***Via Hand Delivery***

Secretary of State, Division of Corporations  
ATTN. Ms. Ruby Dunlap, Regulatory Specialist II  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

Re: **EMMANIE DMG, INC.**  
SOS Letter Number: 413A00001781

Dear Ms. Dunlap:

Pursuant to your letter of January 24, 2013, copy attached, we have made the necessary revisions to the Articles of Incorporation of EMMANIE DMG, INC., and resubmit the same herewith. We previously submitted to you a filing fee in the amount of \$78.75. If there are additional fees associated with the refiling, please advise.

I would appreciate your calling my legal assistant, Kristin Godfrey, at 425-5453 when the certified copy is ready, and we will pick up the copy. Please do not hesitate to call me or Kristin if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



J. Marshall Conrad

JMC/khg  
Enclosures

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13 JAN 28 PM 1:48  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 24, 2013

AUSLEY & MCMULLEN  
ATTN: J. MARSHALL CONRAD  
\*\*\*WALK-IN\*\*\*

SUBJECT: EMMANIE DMG, INC.  
Ref. Number: W13000004579

RECEIVED  
13 JAN 28 PM 1:48  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

We have received your document for EMMANIE DMG, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

~~The name of the entity must be identical throughout the document.~~

~~On the registered agent certificate you have Stephanie Dieumegard name listed where the corporation name should be.~~

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

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 413A00001781

**FILED**

**13 JAN 28 AM 8:08**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION  
OF  
EMMANIE DMG, INC.**

The undersigned Incorporator hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**Article 1.  
Name and Principal Office**

The name of this Corporation shall be **EMMANIE DMG, INC.** The principal place of business and mailing address of this Corporation shall be 2301 Collins Avenue, Unit 729, Miami Beach, Florida 33139.

**Article 2.  
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article 3.  
Stock**

The authorized capital stock of this Corporation shall consist of one hundred (100) shares of voting common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article 4.  
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article 5.  
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

**STEPHANIE DIEUMEGARD**  
9 rue de la Barbelette  
28320 YMERAY, France

**Article 6.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article 7.  
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be CORPORATION SERVICE COMPANY, 1201 Hays Street, Tallahassee, Florida 32301-2525 US. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article 8.  
Number of Directors**

This Corporation shall have one (1) Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article 9.  
Initial Board of Directors**

The initial Board of Directors shall consist of one (1) Director. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

**STEPHANIE DIEUMEGARD**  
9 rue de la Barbelette  
28320 YMERAY, France

**Article 10.  
Officers**

The Corporation shall have a president and secretary/treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, *assistant secretaries*, and *assistant treasurers*. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	<b>STEPHANIE DIEUMEGARD</b> 9 rue de la Barbelette 28320 YMERAY, France
Chairman of the Board	<b>STEPHANIE DIEUMEGARD</b> 9 rue de la Barbelette 28320 YMERAY, France
Secretary/Treasurer	<b>STEPHANIE DIEUMEGARD</b> 9 rue de la Barbelette 28320 YMERAY, France

**Article 11.  
Transactions In Which Directors  
Or Officers Are Interested**

11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee that authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose.

11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

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13 JAN 28 AM 8:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 12.  
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**Article 13.  
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 17 day of January, 2013.



**STEPHANIE DIEUMEGARD**  
Incorporator



FILED

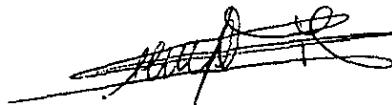
13 JAN 28 AM 8:08

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

EMMANIE DMG, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated CORPORATION SERVICE COMPANY, 1201 Hays Street, Tallahassee, Florida 32301-2525 US, as its initial Registered Agent.



**STEPHANIE DIEUMEGARD**

Incorporator

Date: 01/17/13

Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment 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 his duties and is familiar with and accepts the obligations of his position as Registered Agent.

**CORPORATION SERVICE COMPANY**

By: Carla Lohi

As its:

Registered Agent

Date: 1-23-13

Carla Lohi  
**Asst. Vice President**