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DONALD G. DODDINGTON, ESQUIRE

ATTORNEY AT LAW

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January 17, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

400001387134  
-01/23/95--01090--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: E.M.B. ENTERPRISES, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above corporations, resident agent forms and my check in the sum of \$122.50 as advance payment of your fees and taxes.

Please certify and return a copy of the enclosures to me at your earliest convenience. A pre-addressed, stamped envelope is enclosed for your convenience in returning the certified copy to me.

Very truly yours,



DONALD G. DODDINGTON

dw  
Enc.

ARTICLES OF INCORPORATION  
OF  
E.M.B. ENTERPRISES, INC.

13 JAN 23 1963  
RECEIVED  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS  
STATE OF TEXAS

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be E.M.B. ENTERPRISES, INC.

ARTICLE II - PURPOSE

The general nature of business and objects and purposes proposed to be transacted and carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To purchase, lease, own or otherwise acquire, real estate, and to mortgage and encumber the same; to erect, manage, care for, maintain, and extend and alter buildings thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to subscribe for, take, acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commissions therefor, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, lease and release, and to extend and to receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description wherever situate; to invest in real estate, operate a day care center and other business related activities; to do any and all things whatever that may be necessary, expedient or convenient in or about the operation of the above-styled business; to act as broker, agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever, herein set out, by or through agents and/or subsidiary corporations; and to do any and all things herein set forth to the same extent as natural persons might or could do as principals or agents, contractors, or otherwise, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

B. The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this corporation, but in addition thereto, said corporation shall have all the powers authorized and usually granted to corporations organized under the laws of the State of Florida.

### ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall be common stock divided into 500 shares of stock of \$1.00 par value.

Such stock shall be issued by the Board of Directors for such consideration as in the opinion of the Board of Directors is equivalent to such market value thereof, and said stock may be paid for in money or tangible personal property, but not for labor or services, at a just valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors.

### ARTICLE IV - 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE V - EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9566 Treasure Lane, N.E., St. Petersburg, Florida 33702, and the name of the initial registered agent of this corporation at that address is EDWARD BRUCKNER.

The mailing address of the principal office of this corporation is 9566 Treasure Lane, N.E., St. Petersburg, Florida 33702.

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time

to limit by the By-Laws but shall never be less than one. The name and address of the initial director is: EDWARD BRUCKNER, 9566 Treasure Lane, N.E., St. Petersburg, Florida 33702.

#### ARTICLE VIII - ACTION WITHOUT MEETING

The action taken by the Board of Directors of this corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

#### ARTICLE IX - INCORPORATOR

The name and address of each person signing these Articles of Incorporation is EDWARD BRUCKNER, 9566 Treasure Lane, N.E., St. Petersburg, Florida 33702.

#### ARTICLE X - SUBSCRIBERS

The name and post office address of the subscriber and the number of shares of stock which he agrees to take is: EDWARD BRUCKNER, 9566 Treasure Lane, N.E., St. Petersburg, Florida 33702, 500 shares.

#### ARTICLE XI - OFFICERS

The following named persons shall act as officers of this corporation, until their successors have been chosen and duly qualified:

President/Vice-President/Treasurer and Secretary: EDWARD BRUCKNER

#### ARTICLE XII - OFFICERS AS DIRECTORS

All officers of this corporation may be directors.

#### ARTICLE XIII - POWERS OF DIRECTORS

The Directors shall have the power to hold their meetings and to have one or more offices

and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such place or places as from time to time may be designated by the By-Laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XIV - ASSIGNMENT OF STOCK

The original incorporator of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

#### ARTICLE XV - INDEMNIFICATION

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

#### ARTICLE XVI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of January, 1995.

  
Subscriber

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared EDWARD BRUCKNER, known to me to be the person who executed the foregoing and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 19<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Notary Public, State of  
Florida at Large




DARIA WHITE  
My Commission #AA420231  
Expires: February 18, 1995  
BONDED THRU TROY FAIN INSURANCE, INC.

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

85 JUL 23 11:00  
HILLSBOROUGH COUNTY  
CLERK OF COUNTY

IN COMPLIANCE WITH Section, 48.091, Florida Statutes, the following is submitted:

That E.M.B. ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Article of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named EDWARD BRUCKNER, as its Registered Agent to accept service of process within this State.

  
CORPORATE OFFICER  
TITLE: President

ACKNOWLEDGEMENT

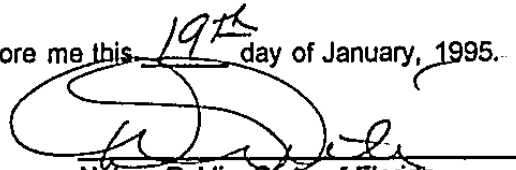
Having been named to accept service of process for the above-named corporation, at the place designated in the above Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
EDWARD BRUCKNER

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared EDWARD BRUCKNER, who after being duly sworn, deposes and says that he is the person referred to as the Registered Agent who accepts service of process within this State as designated in the foregoing Articles of Incorporation and that he has read same and that the matters contained therein are true and correct.

SWORN TO AND SUBSCRIBED before me this 19th day of January, 1995.

  
Notary Public, State of Florida  
at Large



DARIA WHITE  
My Commission #AA420231  
Expires: February 18, 1995  
BONDED THRU TROY FAIN INSURANCE, INC.