

P95000035202

Shelley Potts/A. Arco 13-794-6516

EMPLOYEE MANAGEMENT INT'L

6400 MANATEE AVE W STE L

BRADENTON

FL 34209

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #) 200001470392
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*****70.00 *****70.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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DATE
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ARTICLES OF INCORPORATION

OF

SAR ACQUISITION CO., INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is SAR Acquisition Co. Inc.

SECOND: The address of the principal office of the Corporation is 6400 Manatee Avenue West, Bradenton, Florida 34209.

THIRD: The mailing address of the Corporation is 6400 Manatee Avenue West, Bradenton, Florida 34209.

FOURTH: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 dollars each and are of the same class and are to be Common Shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is 6400 Manatee Avenue West, Bradenton, Florida 34209.

The name of the initial registered agent of the Corporation at the said registered office is Anthony Arcaro.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Peter D. Deutsch, Esq.	c/o Olshan Grundman Frome & Rosenzweig 505 Park Avenue New York, New York 10022

SEVENTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the Corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act and the Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.


NINTH: The duration of the Corporation shall be perpetual.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and

in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 25, 1995

By: 
Name: Peter D. Deutsch,
Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

Dated: April 28, 1995

By: Anthony M. Arcaro
Name: Anthony Arcaro

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

P95000035202

ARTICLES OF MERGER
Merger Sheet

MERGING:

SAR ACQUISITION CO., INC., a Florida corporation, P95000035202

INTO

EMPLOYEE MANAGEMENT INTERNATIONAL II, INC., a Florida corporation,
P95000003917

File date: May 23, 1995, effective May 24, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50