

P95000069241

Computer Number Only

Requestor's Name
Phima Madigan
Address
4160 West 12th Ave
Kittling St. Bldg C
City State ZIP Phone

822-7200

9-5-25

VALIDATION ONLY

00000000000000000000
09/06/95 - 01046 - 015
****122.50 ****122.50

CORPORATION(S) NAME

EM, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Walk In |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

EMPIRE Toll Free: 1-800-432-3028

ORIGINAL COPY

695-17876



FLORIDA DEPARTMENT OF STATE
Sandra B. Morfham
Secretary of State

September 6, 1995

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: E.M., INC.
Ref. Number: W95000017876

We have received your document for E.M., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 695A00041192

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

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT E.M. CAPTAIN, INC.
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI BEACH, STATE OF FLORIDA HAS NAMED ERNESTO MONTESINO LOCATED AT 2555 COLLINS AVENUE C-3, MIAMI BEACH, FLORIDA 33140, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE _____
Corporate officer
TITLE _____
PRESIDENT
DATE SEP 05 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE _____
RESIDENT AGENT
DATE SEP 05 1996

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

9-2-95

ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS: E.M. CAPTAIN, INC.

FILED
SEP 20 1995
11:25

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF DELI ON THE BEACH. THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLE IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -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 OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 2555 COLLINS AVENUE C-3 MIAMI BEACH, FLORIDA 33140 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: ERNESTO MONTESINO.

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICALS ARE:

ERNESTO MONTESINO
2555 COLLINS AVENUE # 2100
MIAMI BEACH, FLORIDA 33140

LUISA MONTESINO
2555 COLLINS AVENUE # 2100
MIAMI BEACH, FLORIDA 33140

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

ERNESTO MONTESINO, PRESIDENT -----50½ SHARES
LUISA MONTESINO, SECRETARY & TREASURER -----50½ SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV.-POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII.-DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII.-INDEMNIFICATION -

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -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 TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX. -NOTICE-

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

2555 COLLINS AVENUE #2100
MIAMI BEACH, FLORIDA 33140

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE TWO DIRECTORS, THEIR NAMES AND ADDRESS ARE AS FOLLOWS:

ERNESTO MONTESINO
2555 COLLINS AVENUE # 2100
MIAMI BEACH, FLORIDA 33140

LUISA MONTESINO
2555 COLLINS AVENUE # 2100
MIAMI BEACH, FLORIDA 33140

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

2555 COLLINS AVENUE C-3, MIAMI BEACH, FLORIDA 33140

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED
THESE ARTICLES OF INCORPORATION THIS 5th DAY OF SEPTEMBER 1995.

Ernesto Montesino
ERNESTO MONTESINO, PRESIDENT

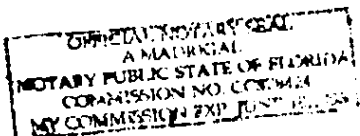
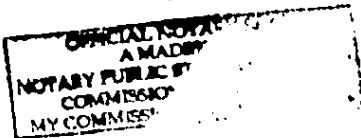
Luisa Montesino
LUISA MONTESINO, SECRETARY & TREASURER

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO
EXECUTED THE FOREGOING ARTICALS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE
AFOREMENTIONED THIS 5th DAY OF THE MONTH SEPTEMBER THE YEAR
NINETEEN HUNDRED AND NINETY FIVE.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 SEP -8 PM 1:25

FILED