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CARL M. SUGARMAN

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March 11, 1996

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Secretary of State
Division of Corporation
George Firestone Building
409 E. Gaines Street
Tallahassee, FL. 32399

RE: E & M Development Corporation

Dear Sir:

Enclosed herewith please find the following regarding the above mentioned corporation, to-wit:

1. Original and one (1) copy of Certificate of Incorporation.
2. Check in the sum of \$122.50 representing the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>

TOTAL = \$122.50

Kindly return a certified copy of the Certificate of Incorporation to the undersigned.

Very truly yours,


Carl M. Sugarman

CMS:cg
Encl.

96 MAR 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

63 3/18/96

FILED

96 MAR 13 PM 4:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION
OF
E & M DEVELOPMENT CORPORATION

WE, the undersigned, desiring to form a corporation under the provisions of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe and acknowledge before a Notary Public and file with the Secretary of State of Florida, a Certificate of Incorporation, as follows:

I.

The name of the corporation shall be:

E & M DEVELOPMENT CORPORATION

II.

The general nature of the business or businesses to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

III.

The corporation is authorized to indemnify to the fullest extent permitted by law any actions of its agents taken in its behalf.

IV.

The corporation shall have perpetual existence. Corporate existence and the right to transact business shall commence upon the filing of this Certificate with the Secretary of State.

V.

The maximum number of shares outstanding at any one time shall be:

1,000 Shares of Common Stock having a par value
of \$.10 per share.

VI.

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation.

VII.

The corporation reserves the right to amend or repeal any provisions contained in these articles or any amendments thereto.

VIII.

The name and address of the Registered Agent of the corporation shall be:

MANUEL MAURY
4845 NW 191 STREET
MIAMI, FL. 33055

IX.

The registered office, principal office and mailing address of the corporation shall be:

4845 NW 191 STREET
MIAMI, FL. 33055

X.

The number of Directors shall be not less than one nor more than five.

XI.

The names and street addresses of the first Board of Directors of the corporation are as follows:

MANUEL MAURY
4845 NW 191 STREET
MIAMI, FL. 33055

ENRIQUE MAURY
4845 NW 191 STREET
MIAMI, FL. 33055

XII.

No contract or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

XIII.

A majority of all the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

XIV.

The business of the corporation shall be managed by the shareholders.

XV.

The names and addresses of the first officers of the corporation are as follows:

MANUEL MAURY, PRESIDENT
4845 NW 191 STREET
MIAMI, FL. 33055

ENRIQUE MAURY, VICE PRESIDENT,
SECRETARY and TREASURER
4845 NW 191 STREET
MIAMI, FL. 33055

XVI.

The names and street addresses of each subscriber of this Certificate of Incorporation are as follows:

MANUEL MAURY
4845 NW 191 STREET
MIAMI, FL. 33055

ENRIQUE MAURY
4845 NW 191 STREET
MIAMI, FL. 33055

IN WITNESS WHEREOF, the undersigned subscribers have executed this Certificate of Incorporation this 11 day of March, 1996.

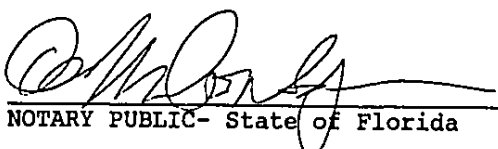

MANUEL MAURY


ENRIQUE MAURY

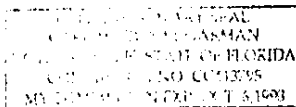
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11 day of March, 1996, by MANUEL MAURY and ENRIQUE MAURY, who have produced their Florida Drivers' Licenses as identification and who did take an oath.


NOTARY PUBLIC- State of Florida

MY COMMISSION EXPIRES:



Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in the foregoing Certificate, I hereby accept such nomination and agree to act in said capacity and agree to comply with the provisions of the laws of the State of Florida relative thereto.


MANUEL MAURY, Registered Agent