

NO 107 / 001

FLORIDA DIVISION OF CORPORATIONS
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CERTIFICATE OF INCORPORATION

OF

EMCEE LEASING CORP.

We, the undersigned, STEVEN JAY MEYERSON and AVELINO RUBEN CARIDE, hereby subscribe, acknowledge and file in the office of the Secretary of State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, this Certificate of Incorporation as by law for this purpose provided.

ARTICLE I - NAME

The name of this corporation shall be:

EMCEE LEASING CORP.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred shares of common stock, each share to be five dollars par value.

ARTICLE IV - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued

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8885 S.W. 27th Street
Miami, FL 33165
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initially to the following persons in the amount set opposite their names:

STEVEN JAY MEYERSON	40 shares
AVELINO RUBEN CANIDE	40 shares

Shares held by the initial shareholders listed above may not be re-sold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is four hundred dollars:—

ARTICLE VI - DURATION

This corporation shall have perpetual existence unless sooner dissolved in the way and manner provided by law.

ARTICLE VII - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested

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in the Board of Directors and the shareholders.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the bylaws, but shall never be less than two. The names, positions and addresses of the initial directors of this corporation are:

STEVEN JAY MEYERSON	President	12660 S.W. 97th Place
		Miami, Florida
AVELINO RUBEN CARIDE	Secretary-	8885 S.W. 27th Street
	- Treasurer	Miami, Florida

They shall hold office subject to the laws of the State of Florida, this Certificate of Incorporation and the bylaws of the corporation for the first year of the corporation's existence, or until their successors in office shall have been duly elected and qualified.

ARTICLE X - LOCATION

The street address of the initial principal office of this corporation is: 7800 S.W. 87th Avenue, Miami, Florida 33173.

ARTICLE XI - RESIDENT AGENT

The designated resident agent is STEVEN JAY MEYERSON, whose office is located at 7800 S.W. 87th Avenue, Miami, Florida 33173.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept

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to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Steven J. Meyer
Resident Agent

ARTICLE XII - SUBSCRIBERS

The names and addresses of the subscribers to the Certificate of Incorporation are:

STEVEN JAY MEYERSON	12660 S.W. 97th Place
	Miami, Florida
AVELINO RUBEN CARIDE	8885 S.W. 87th Street
	Miami, Florida

In witness whereof, the undersigned subscribers have executed these Articles of Incorporation this 27th day of November of 1996.

Steven J. Meyer
Steven Jay Meyerson.

Avelino
Avelino Ruben Caride

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COUNTY OF DADE } SS

Before me, the undersigned authority, personally appeared STEVEN JAY MEYERSON and AVELINO RUBEN CARIDE, to me known to be the persons described herein and who executed the foregoing Certificate of Incorporation, and being by me first duly sworn, upon their oaths depose and say that they severally acknowledge that they signed and executed the above

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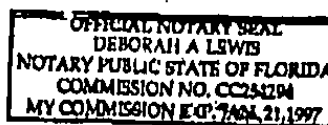
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Certificate of Incorporation for the purpose therein set forth.

Witness my hand and official seal at Miami, Dade County, Florida,
this 27th day of November of 1996.

Deborah A. Lewis



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