

P97000027133



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 307830 6462A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : March 26, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 307830-005

400002124654--7

CUSTOMER NO: 6462A

CUSTOMER: Ms. Kathy Mercure
GIANELLI & GIANELLI, P.A.

1015 Lake Davis Drive

Orlando, FL 32806

DOMESTIC FILING

NAME: EMERSON ENTERTAINMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

FILED
97 MAR 26 AM 11:31
STATE
TALLAHASSEE, FLORIDA

84 MAR 26 1997

97 MAR 23 PM 10:37
RECEIVED

ARTICLES OF INCORPORATION
OF
EMERSON ENTERTAINMENT, INC.

FILED

MAR 26 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EMERSON ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 370 Whooping Loop, Suite 1136, Altamonte Springs, Florida 32701, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 370 Whooping Loop, Suite 1136, Altamonte Springs, Florida 32701, and the name of the initial registered agent is Peter A. Gianelli.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its board of directors. The name and addresses of the initial Directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Peter A. Gianelli
Director

370 Whooping Loop
Suite 1136
Altamonte Spgs., FL 32701

Joseph Pasqualetti
Director

Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Emerson International, Inc.
370 Whooping Loop, Suite 1136
Altamonte Springs, Florida 32701

IN WITNESS WHEREOF, the undersigned as president of Emerson International, Inc., sole incorporator, has set his hand and seal of Emerson International, Inc., on March 15th, 1997.

EMERSON INTERNATIONAL, INC.

By:

Peter A. Gianelli, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Peter A. Gianelli, President of Emerson International, Inc., a Florida corporation, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

EMERSON INTERNATIONAL, INC.

By:

Peter A. Gianelli, President

FILED
MAR 26 AM 11:31
TALLAHASSEE, FLORIDA