

P97000095941



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 593420 129765A

AUTHORIZATION :

Patricia P. [signature]

COST LIMIT : \$ 70.00

ORDER DATE : November 7, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 593420-005

CUSTOMER NO: 129765A

CUSTOMER: Ronald J. Isriel, Esq
ERIC M. GLAZER, ESQ

4th Floor
20801 Biscayne Boulevard
Aventura, FL 33180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 PM 12:35

DOMESTIC FILING

NAME: E.M.G., INC.

000002341306--9

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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~~W97 28225~~
11-10-97
WS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 7, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: E.M.G., INC.
Ref. Number: W97000025335

RESUBMIT

Please give original
submission date as file date.

We have received your document for E.M.G., INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00053917

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EFFECTIVE DATE

4/6/97

**ARTICLES OF INCORPORATION
OF**

E.M.G. INVESTMENTS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be **E.M.G. INVESTMENTS, INC.**

ARTICLE II. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be **20801 Biscayne Boulevard, Fourth Floor, Aventura, FLorida 33180**. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the corporation shall include any or all lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporations may also increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1). Further, the corporation may make and enter into all contracts necessary and proper for the conduct of its business.

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ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares of (\$1.00) One Dollar par value. Initially, same shall be distributed **100% to Eric & Michal Glazer.**

ARTICLE V. EXISTENCE.

The corporation shall have perpetual existence.

ARTICLE VI. BEGINNING DATE

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent and street address are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Eric M. Glazer	20801 Biscayne Boulevard Fourth Floor Aventura, Florida 33180

ARTICLE VIII. INCORPORATOR AND STREET ADDRESSES

The name and street address of each of the incorporators to these Articles of Incorporation are as follows:

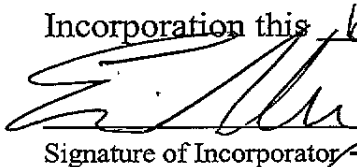
<u>NAME</u>	<u>STREET ADDRESS</u>
Eric M. Glazer	20801 Biscayne Boulevard Fourth Floor Aventura, Florida 33180

ARTICLE IX. INITIAL BOARD OF DIRECTORS
AND STREET ADDRESSES

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows: There shall at no time be less then (1) director.

<u>NAME</u>	<u>TITLE</u>	<u>STREET ADDRESS</u>
Eric M. Glazer	Pres./Dir.	20801 Biscayne Boulevard Fourth Floor Aventura, Florida 33180

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 6th day of November, 1997.


Signature of Incorporator - **ERIC M. GLAZER**

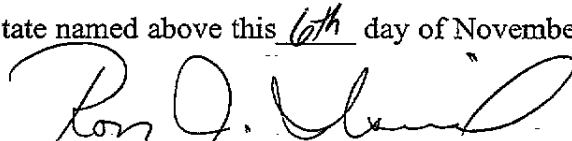
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, **ERIC M. GLAZER**, who produced a Florida Drivers License as identification, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 6th day of November, 1997.



RON J ISRIEL
My Commission CC457812
Expires May. 01, 1999
Bonded by HAI
800-422-1555


Ron J. Isriel - Notary Public

**CERTIFICATE OF DESIGNATING OF
REGISTERED AGENT/ REGISTERED OFFICE OF**

E.M.G. INVESTMENTS, INC.

Pursuant to the provisions of Section 607.0501 or 617.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is E.M.G. INVESTMENTS, INC.
2. That E.M.G. INVESTMENTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Aventura, County of Dade, State of Florida, has named **ERIC M. GLAZER, of 20801 Biscayne Boulevard, Fourth Floor, Aventura, Florida 33180**, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 this 6th day of November, 1997.

By: 

ERIC M. GLAZER

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