

P98000024348

March 12, 1998

Via Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

700002456477--8
-03/13/98--01047--019
****122.50 ****122.50

Re: EMP Limited, a Florida corporation
CO.

Dear Sir/Madam:

Enclosed is an original and copy of Articles of Incorporation for the captioned corporation.

The original is to be filed in your office and a copy is to be certified and returned to me at my office via Federal Express. I have enclosed a Federal Express return airway bill for your convenience. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$122.50

Please telephone me at (561) 367-0430 if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

ELLEN P. GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. SUFFIX
DATE 3-10-98
ENCLOSURES
DOC. EXAM 9N

Sincerely,

Ellen Pretner

FILED
98 MAR 13 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 3-10-98

ARTICLES OF INCORPORATION
OF
EMP LIMITED CO.

ARTICLE I
Name

The name of the corporation is EMP LIMITED CO.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the corporation is 13 Cedar Circle, Boynton Beach, Florida 33462.

ARTICLE III
Duration

This corporation shall have perpetual existence.

ARTICLE IV
Purposes

The purposes of which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE V
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares, consisting of one class only, designated as "Common Stock", with a par value of One Dollar (\$1.00).

ARTICLE VI
Voting Rights

The shareholders shall have such voting rights as may be set forth in the corporation's By-Laws.

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TALLAHASSEE, FLORIDA

ARTICLE VII
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VIII
Directors

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the persons who will serve as the initial Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Mitchell J. Pretner	13 Cedar Circle Boynton Beach, Florida 33462
Ellen G. Pretner	13 Cedar Circle Boynton Beach, Florida 33462

ARTICLE IX
Registered Office and Agent

The address of the initial registered office of the corporation is 13 Cedar Circle, Boynton Beach, Florida 33462, and the name of its initial registered agent at such address is Mitchell J. Pretner.

ARTICLE X
Incorporator

The name and address of the incorporator is Ellen G. Pretner, 13 Cedar Circle, Boynton Beach, Florida 33462.

ARTICLE XI
Indemnification

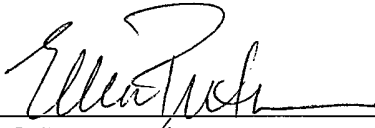
This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which

those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII
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 conferred upon the shareholder(s) is subject to this reservation.

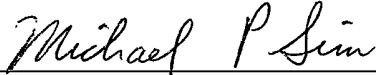
Executed as of this 12th day of March, 1998.



Ellen G. Pretner,
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of March, 1998, by Ellen G. Pretner who is personally known to me.



Signature
MICHAEL P. SIM

Typed/Stamped/Printed Name
CC 372342

Title/Rank
Commission No.
Expiration:




MICHAEL P SIM
My Commission CC372342
Expires May. 15, 1998

CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE FOR SERVICE OF PROCESS


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT EMP LIMITED,^{CO.} DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 13 CEDAR CIRCLE, BOYNTON BEACH, FLORIDA 33462.

SECOND—MITCHELL J. PRETNER LOCATED AT 13 CEDAR CIRCLE, BOYNTON BEACH, FLORIDA 33462, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
ELLEN G. PRETNER, INCORPORATOR
DATE 3/12/98

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


MITCHELL J. PRETNER
DATE 3/12/98

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98 MAR 13 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA