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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 000867 9784A

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 78.75

ORDER DATE : October 19, 1998

ORDER TIME : 3:07 PM

ORDER NO. : 000867-005

CUSTOMER NO: 9784A

800002667698--3

CUSTOMER: Mr. Lloyd Bowers
CHRIS W. WICKERSHAM, ESQ
CHRIS W. WICKERSHAM, ESQ

629 North Peninsula
Daytona Beach, FL 32118

DOMESTIC FILING

NAME: E.M. & COMPANY INVESTEMENTS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JW
10/20/98

RECEIVED
OCT 20 AM 8:15
DIVISION OF CORPORATIONS

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98 OCT 20 AM 11:51

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ARTICLES OF INCORPORATION

OF

E.M. & COMPANY INVESTEMENTS, INC.

The undersigned incorporator 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:

E.M. & COMPANY INVESTEMENTS, INC.

The address of the principal office of this corporation shall be 1275 Southwest 46th Avenue #1714, Pompano, Florida 33069, 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Edward L. Miller
Dir.

118 Porpoise Bay Road
Daytona Beach, Florida 32119

James A. Daley
Dir.

200 Rutland Road
Hempstead, New York

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 19, 1998.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

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DIVISION OF CORPORATIONS


98 OCT 20 AM 11:51

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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.

CORPORATION SERVICE COMPANY

By:


Its Agent, Laura R. Dunlap

CHS/jjw