

P99000010971

EMISAE, INC.
1123 Sandpiper Ct.
Lakeland, FL 33813

January 29, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

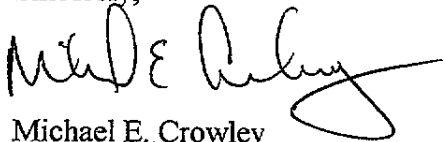
500002760585--1
-02/01/99--01119--015
***122.50 ***78.75

Re: Emisae, Inc.

Dear Sir or Madam:

Enclosed are two copies of the Articles of Incorporation for Emisae, Inc. along with a check for \$122.50 to cover all fees. Please return the certified copy to the above address. If you need any further information, please contact me at (941) 683-5523.

Sincerely,



Michael E. Crowley
Incorporator

Encls.

FILED
99 FEB -1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EMISAE, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is EMISAE, INC. and its principal office and mailing address is 1123 Sandpiper Court, Lakeland, Florida 33813.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on February 1, 1999.

ARTICLE III

General Nature of Business

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

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be 50 million shares of common stock at \$.001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

FILED
99 FEB - 1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1123 Sandpiper Court, Lakeland, Florida 33813, and the initial registered agent of the corporation at such address is Michael E. Crowley.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

Michael E. Crowley

ADDRESS

1123 Sandpiper Ct.
Lakeland, Florida 33813

ARTICLE VIII

By-Laws

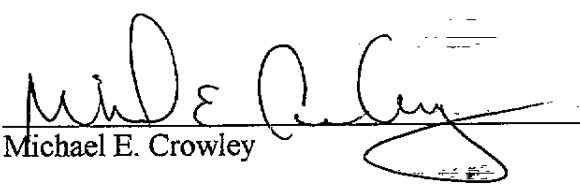
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

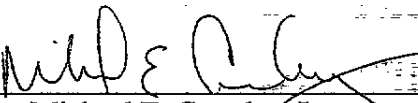
IN WITNESS WHEREOF, the undersigned has executed these Articles this
29th day of January, 1999.


Michael E. Crowley

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

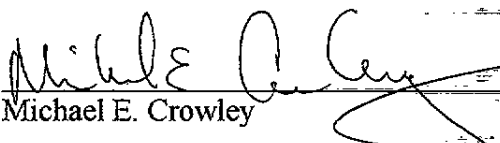
Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Emisae, Inc., desiring to organize under the laws of the State of Florida, hereby designates Michael E. Crowley, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1123 Sandpiper Ct., Lakeland, Florida 33813, the business office of its Registered Agent, as its Registered Office.

EMISAE, INC.

By: 
Michael E. Crowley, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Michael E. Crowley

FILED
99 FEB -1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA