



THE UNITED STATES  
CORPORATION  
COMPANY

P9900055017

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99 JUN 10 AM 9:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 269698 81517A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : June 10, 1999

ORDER TIME : 9:40 AM

ORDER NO. : 269698-005

600002900456--5

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq  
FERRELL SCHULTZ CARTER &  
FERRELL SCHULTZ CARTER &  
Miami Center, Suite 1920  
201 S. Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

SOFTWARE

NAME: THE HEM COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS

EXAMINER'S INITIALS:

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DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

99 JUN 10 AM 10:42

Jeanine Reynolds GAVE  
AUTHORIZATION BY PHONE TO

CORRECT

RA name

DATE

LG

NAME

PH

PH 6/10/99  
W99 13588



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 10, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

SUBJECT: THE HEM COMPANY  
Ref. Number: W99000013588

**RESUBMIT**  
Please give original  
submission date as file date

We have received your document for THE HEM COMPANY and the authorization to debit your account in the amount of \$78.75. 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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 899A00031430

**RECEIVED**  
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**ARTICLES OF INCORPORATION**

**OF**

**THE HEM SOFTWARE COMPANY**

FILED  
99 JUN 10 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, 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: THE HEM SOFTWARE COMPANY

The principal place of business of this corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131.

**ARTICLE II. NATURE OF BUSINESS**

The purpose of this corporation is to engage in or transact any lawful activity 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 10,000 shares of common stock having \$1.00 par value per share.

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#### **ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Ferrell Schultz Carter & Fertel, A Professional Association.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. OFFICERS AND DIRECTORS**

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

PERRY E. MURPHREE, JR.  
201 South Biscayne Boulevard  
Suite 1920  
Miami, Florida 33131

#### **ARTICLE VII. INCORPORATOR**

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

ANGEL M. GARCIA-OLIVER, ESQ.  
Ferrell Schultz Carter & Fertel, P.A.  
201 South Biscayne Boulevard  
Suite 1920  
Miami, FL 33131

## **ARTICLE VIII. SMALL BUSINESS ELECTION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

## **ARTICLE IX. INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_ day of June, 1999.

  
ANGEL M. GARCIA-OLIVER Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Angel M. Garcia-Oliver, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9<sup>th</sup> day of June, 1999.

Rosario S. Gonzalez  
Notary Public State of Florida

My Commission Expires: Feb. 16, 2001

Rosario S. Gonzalez  
Printed Notary Signature



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: THE HEM SOFTWARE COMPANY
2. The name of the Registered Agent and address of the Registered Office is:

FERRELL SCHULTZ CARTER & FERTEL, A PROFESSIONAL ASSOCIATION  
201 South Biscayne Boulevard, Suite 1920  
Miami, Florida 33131

By: \_\_\_\_\_

Angel M. Garcia-Oliver  
Title: Incorporator

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 that 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 obligation of my position as Registered Agent.

\_\_\_\_\_  
Angel M. Garcia-Oliver  
Registered Agent

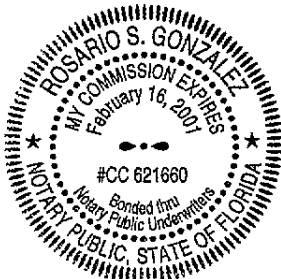
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Angel M. Garcia-Oliver, Esq., on behalf of Ferrell Schultz Carter & Fertel, A Professional Association, to me known to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of June, 1999.

\_\_\_\_\_  
Notary Public State of Florida

Rosario S. Gonzalez  
Printed Notary Signature

My Commission Expires: Feb. 16, 2001



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