



THE UNITED STATES
CORPORATION
COMPANY

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99 AUG 26 PM 1:28

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 354919 6099A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : August 26, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 354919-005

3000002971033--9

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
MOYLE FLANIGAN KATZ FITZGERALD
P. O. Box 3888
625 N. Flagler Dr., 9th Floor
West Palm Beach, FL 33402

DOMESTIC FILING

NAME: E & M DESIGN, INC.

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: Janine Lazzarini

EXAMINER'S INITIALS:

PA 8/26/99

RECEIVED
99 AUG 26 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

E & M DESIGN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be E & M DESIGN, INC. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 2000 Palm Beach Lakes Boulevard, Suite 301, West Palm Beach, Florida 33409.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Wilton L. White, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors maybe increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

B. Holly McCloskey	202 Coral Lane Palm Beach, Florida 33480
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Tina M. Edington	1701 S. Flagler Drive, Apt. 1009 West Palm Beach, Florida 33401
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ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Indemnification

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

ARTICLE XI
Incorporator

The name and address of the person signing these Articles are as follows: Wilton L. White, Esq., 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

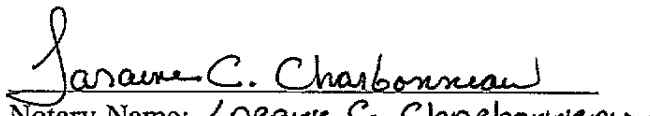
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 25 day of August, 1999.

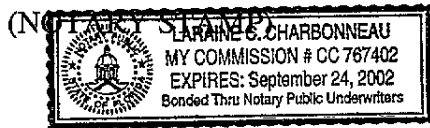


Wilton L. White

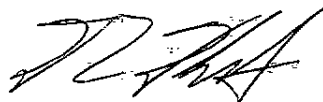
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25 day of August, 1999 by
Wilton L. White, as Incorporator of E & M Design, Inc., on behalf of the Corporation, and he
is personally known to me, or has produced W/A as identification
and did take an oath.


Notary Name: LARAIN C. CHARBONNEAU
Notary Public
Serial (Commission) Number _____
(if any) _____



I hereby accept appointment as Registered Agent of E & M DESIGN, INC. as provide in Article
VII, hereof.



Wilton L. White, Registered Agent

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TALLAHASSEE, FLORIDA