

Charter Number Only

PP9000103454

VALIDATION ONLY

11/1/99

Barry Alan Wilen

Requestor's Name

4601 Sheridan Street #208

Address

Hollywood Fl. 33021

City

State

ZIP

Phone

954-966-0011 H

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-11/30/99-01009-013
*****78.75 *****78.75

CORPORATION(S) NAME

Emser, clnc.

FILED
99 NOV 30 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Certified Copy

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Empire Toll Free: 1-800-432-3028

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
EMSER, INC.

ARTICLE I - NAME

The name of this corporation is **Emser, Inc.**

ARTICLE II - ADDRESS

The principal place of business is 8222 N.W. 14th Street, Miami, Florida 33126.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of manufacturing, distributing, importing and selling computer software and for any other purpose or activity permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One and No/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is BARRY ALAN WILEN, ESQ.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

JORGE RICARDO BURKLE
8222 N.W. 14th Street
Miami, Florida 33126

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JORGE RICARDO BURKLE
8222 N.W. 14th Street
Miami, Florida 33126

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall

be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 29 day of October, 1999.



JORGE RICARDO BURKLE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29 day of October,
1999.



BARRY ALAN WILEN

Prepared by:
BARRY ALAN WILEN, ESQ.
4601 Sheridan Street, Suite 208
Hollywood, Florida 33021
Florida Bar #224995
(954) 966-0011

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