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SECTION OF  
DIVISION OF CORPORATE AFFAIRS  
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T. SMITH, DEC 17 2002



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\*\* ADMITTED IN FLORIDA AND NEW YORK  
\*\*\* ADMITTED IN FLORIDA AND BEFORE THE PATENT AND TRADEMARK OFFICE

December 11, 2002

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

Re: Merchant Adventurers, Inc.

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the above referenced company. A preliminary online search has indicated that the names are available.

Also enclosed is a check for \$ 78.75 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,



Christopher Langen

ARTICLES OF INCORPORATION OF  
MERCHANT ADVENTURERS, INC.

ARTICLE I  
NAME

The name of this corporation is MERCHANT ADVENTURERS, INC.

ARTICLE II  
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV  
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is: Christopher Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V  
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is: c/o Christopher Langen, Esq., P.O. Box 398570, Miami Beach, Florida, 33239-8570

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of the corporation and their address are: Christopher Langen, Esq., P.O. Box 398570, Miami Beach, Florida 33239-8570

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles is: Glenda Ackelberry, c/o Langen & Langen, P.A., P.O. Box 398570, Miami Beach, Florida 33239-8570

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLE VIII  
INDEMNIFICATION

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

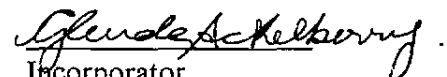
ARTICLE IX  
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X  
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

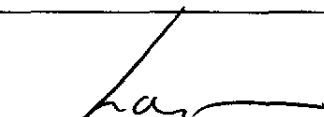
In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 11<sup>th</sup> day of December, 2002.

  
Incorporator  
Glenda Ackelberry

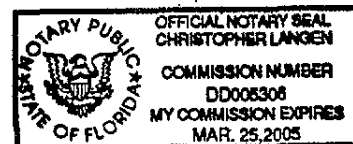
STATE OF FLORIDA                    )

COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 2002, by Glenda Ackelberry who is personally known to me; or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public, Florida

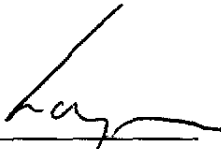
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

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 this 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 obligations of my position as registered agent.

This acceptance is dated the 11<sup>th</sup> of December, 2002.

  
\_\_\_\_\_  
Christopher Langen, Esq.

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DIVISION OF CORPORATIONS  
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