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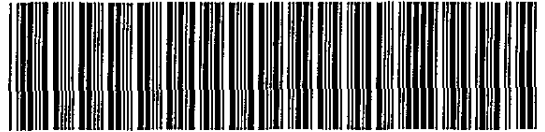
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[Signature]

April 6, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

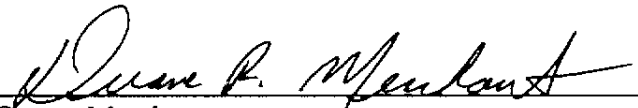
Re: Merchant Capital Corp.

Gentlemen:


Enclosed please find the original and one copy of the Articles of Incorporation, along with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of the Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Duane Merchant



Merchant Capital Corp.

MAILING ADDRESS OF CORPORATION

2080 N.W. 85th Avenue
Pembroke Pines, FL 33024

PHONE (954) 264-0677

ARTICLES OF INCORPORATION

of

MERCHANT CAPITAL CORP.

(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: MERCHANT CAPITAL CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according in Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common

Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

| | |
|---------------------------------------|----------------------------------|
| <i>Name: Merchant Capital Corp.</i> | |
| <i>Address: 2080 N.W. 85th Avenue</i> | |
| <i>City: Pembroke Pines</i> | FLORIDA <i>Zip: 33024</i> |

The name and street address of the Initial Registered Agent of this Corporation is:

| | |
|---------------------------------------|----------------------------------|
| <i>Name: Duane R. Merchant</i> | |
| <i>Address: 2080 N.W. 85th Avenue</i> | |
| <i>City: Pembroke Pines</i> | FLORIDA <i>Zip: 33024</i> |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | Director 1 | Director 2 | Director 3 |
|-----------------|------------------------------|------------|------------|
| <i>Name:</i> | <i>Duane R. Merchant</i> | | |
| <i>Address:</i> | <i>2080 N.W. 85th Avenue</i> | | |
| <i>City:</i> | <i>Pembroke Pines</i> | | |
| <i>State:</i> | <i>Florida</i> | | |
| <i>Zip:</i> | <i>33024</i> | | |

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATION

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | Incorporator 1 | Incorporator 2 | Incorporator 3 |
|----------|-----------------------|----------------|----------------|
| Name: | Duane R. Merchant | | |
| Address: | 2080 N.W. 85th Avenue | | |
| City: | Pembroke Pines | | |
| State: | Florida | | |
| Zip: | 33024 | | |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th day of April, 2005.

Duane R. Merchant (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 SS
 COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:
Duane R. Merchant

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHERE, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 6th day of April, 2004.

(Notary Seal)

Hlene Z. Nodarse
 (Notary Public, State of Florida at Large)
 My Commission Expires:

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

of

MERCHANT CAPITAL CORP.
(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation.

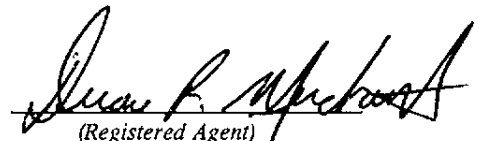
at 2080 N.W. 85th Avenue
Pembroke Pines, FL. 33024

has named Duane R. Merchant

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

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