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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE 6555 NW 36TH ST
STATE OF FLORIDA SUITE 301
409 EAST GAINES STREET VIRGINIA GARDENS FL 33166-
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(((H9500007037))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MER DISTRIBUTORS, INC.
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FILED
95 JUL 26 11:05 AM
SECRETARIAT
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION

OF

MER DISTRIBUTORS, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MER DISTRIBUTORS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4711 N.W. 79TH AVE. STE. 20T
MIAMI, FLORIDA 33166

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

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

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.
6555 N.W. 36th St. Ste. 301
Miami, Fl. 33166
Phone 305 871-0008

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ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

RAIMUNDO MERCEDES
19636 S.W. 103RD. COURT
MIAMI, FLORIDA 33157

ARTICLE VIINITIAL BOARD OF DIRECTOR

This corporation shall have (3) (three) 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. The name and address of the initial director on this corporation is

ELISEO GOMEZ
4001 S.W. 121 AVE.
MIAMI, FLORIDA 33175

RAIMUNDO MERCEDES
19636 S.W. 103RD. COURT
MIAMI, FLORIDA 33157

MARIO ALFONSO DIAZ
8120 GENEVA COURT AP2. D 253
MIAMI, FLORIDA 33166

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ARTICLE VII

OFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

ELISEO GOMEZ	PRESIDENT/DIRECTOR	100 SHARES
RAIMUNDO MERCEDES	TREASURER/DIRECTOR	100 SHARES
MARIO ALFONSO DIAZ	SECRETARY/DIRECTOR	100 SHARES

ARTICLE VIII

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

ELISEO GOMEZ
 4001 S.W. 121 AVE
 MIAMI, FLORIDA 33175

RAIMUNDO MERCEDES
 19636 S.W. 103RD. COURT
 MIAMI, FLORIDA 33157

MARIO ALFONSO DIAZ
 8120 GENEVA COURT APT. D253
 MIAMI, FLORIDA 33166

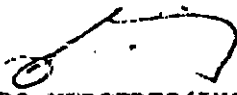
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The undersigned has (have) executed these Articles of Incorporation this
23RD. Day of June, 1995



ELISEO GOMEZ/INCORPORATOR
Signature/ Title



RAIMUNDO MERCEDES/INCORPORATOR
Signature/ Title



MARIO ALFONSO DIAZ/INCORPORATOR
Signature/ Title

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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: MER DISTRIBUTORS, INC.
2. The name and address of the registered agent and office is:

RAIMUNDO MERCEDES
(NAME)

19636 S.W. 103RD. COURT
(ADDRESS)

MIAMI, FLORIDA 33157
(CITY/STATE/ZIP)

SIGNATURE 

TITLE _____

DATE June 23, 1995

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 DUTY, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE June 23, 1995

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