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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: ~~MISS - TERRY~~ *Org*
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: FIRST MERCHANTS COLLECTION CORPORATION
AUDIT NUMBER.....H98000003524
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
First Merchants Collection Corporation

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TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
First Merchants Collection Corporation
Gables International Plaza, Suite 906
2655 LeJeune Road
Coral Gables FL 33134

EFFECTIVE DATE
2-20-98

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Lewis J. Levey
Gables International Plaza, Suite 906
2655 LeJeune Road
Coral Gables FL 33134

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Ana M. Hernandez

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jon Schiffman | FL Bar Member 0088595
Law Offices of Lewis J. Levey, P.A.
Gables International Plaza, Suite 906
2655 LeJeune Road
Coral Gables FL 33134
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jon Schiffrin

Law Offices of Lewis J. Levey, P.A.

Gables International Plaza, Suite 906

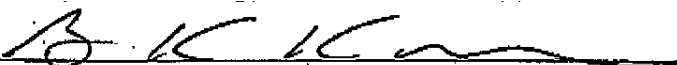
2655 LeJeune Road

Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 20, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 20, 1998.


JON SCHIFFRIN

by G.K. Kuroda as attorney-in-fact

Jon Schiffrin | FL Bar Member 0088595

Law Offices of Lewis J. Levey, P.A.

Gables International Plaza, Suite 906

2655 LeJeune Road

Coral Gables FL 33134

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

98 FEB 23 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

First Merchants Collection Corporation

REGISTERED AGENT/OFFICE:

**Lewis J. Levey
Gables International Plaza, Suite 906
2655 LeJeune Road
Coral Gables FL 33134**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


LEWIS J. LEVEY

by G.K. Kuroda as attorney-in-fact

Date: February 20, 1998

**Jon Schiffrin | FL Bar Member 0088595
Law Offices of Lewis J. Levey, P.A.
Gables International Plaza, Suite 906
2655 LeJeune Road
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