

4/22/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MERIT MARINE, INC.

AUDIT NUMBER.....H98000007633

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF
MERIT MARINE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 23 AM 8:08

FILED

Article I - Name

The name of the corporation is: MERIT MARINE, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock at \$1.00 par value.

Article V - Principal Office and Agent

The street address of the corporation's initial principal office and the name of the initial registered agent at such address are as follows:

Daniel Ezcurra
411 Luenga Avenue
Coral Gables, FL 33146

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1).

Daniel Ezcurra
411 Luenga Avenue
Coral Gables, FL 33146

S.K. PETERSON
SILER & YAFFE CPA
2419 HOLLYWOOD BLVD.
HOLLYWOOD, FL 33020
(954) 920.9450

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Article VII - Incorporator

The name and address of the person signing these articles is:

Daniel Ezcurra
411 Luenga Avenue
Coral Gables, FL 33146

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 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation on this 17th day of April, 1998.



Daniel Ezcurra

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 607.34 Florida Statutes, the following is
submitted:

First-That MERIT MARINE, INC. desiring to organize under the laws
of the State of FLORIDA with its principal office, as indicated
in the articles of incorporation at the city of MIAMI, County of
DADE, State of FLORIDA, has named DANIEL EZCURRA located at 411
LUENGA AVENUE, CORAL GABLES, FL 33146 as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate. I hereby accept to act in this capacity, and agree
to comply with the provisions of said act relative to keeping
open said office.

By



DANIEL EZCURRA

98 APR 23 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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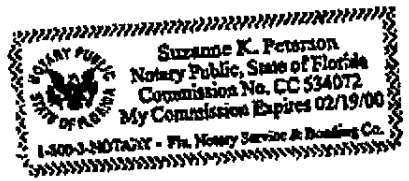
STATE OF: FLORIDA
COUNTY OF: BROWARD

BEFORE ME, a notary public authorized to take acknowledgements in the state and County met forth above personally appeared Daniel Ezcurra known to me and known by me to be the person who has executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 17th day of April, 1998.

My Commission Expires:

Suzanne K. Peterson
Notary Public
State of Florida at Large



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