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From:
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Account Number : 120000000265
Phone : (305)443-5800
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# FLORIDA PROFIT CORPORATION OR P.A.

**Meryl Investment Holdings, Inc.**

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# ARTICLES OF INCORPORATION

# OF

# MEY INVESTMENT HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

## ARTICLE I

## NAME

The name of the corporation is **Mey Investment Holdings, Inc.** (the "Corporation").

## PRINCIPAL ADDRESS

The principal address of the Corporation is **c/o 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.**

The mailing address of the Corporation is **1200 Brickell Avenue, Suite 900, Miami, Florida 33131.**

## ARTICLE II

## REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1200 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at such address is AGB Registered Agents, Inc.

## ARTICLE III

## DURATION

The duration of the Corporation is perpetual.

## ARTICLE III

## PURPOSES

The general purposes for which the Corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## ARTICLE IV

## POWERS OF THE CORPORATION

The Corporation shall have the same powers as conferred as broadly as possible, on an individual to do all things necessary and convenient to carry out its purposes, business and affairs, subject to any limitations imposed by applicable law or these Articles of Incorporation.

## ARTICLE V

## AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue and have outstanding at any time is ONE HUNDRED (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of One Dollar ($1.00) per share. The foregoing may be amended at any time as provided for in the Bylaws of the Corporation and by applicable law.

All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote. All holders of shares of common stock, upon the dissolution of the Corporation shall be entitled to receive the net assets of the Corporation. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

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The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by amending or restating these Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

Notwithstanding anything in these Articles of Incorporation to the contrary, any and all rights of the owners of the shares of stock of the Corporation may be subject to a Shareholder's Agreement governing the rights and powers of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholder's Agreement, if any, shall be kept on file by the Secretary of the Corporation.

ARTICLE VII

REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII

BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

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## ARTICLE IV

## DIRECTORS

The Directors of the Corporation shall be elected, appointed and removed from office by a majority of the Shareholders or as otherwise specified in the By-Laws of the Corporation. The number of Directors constituting the Board of Directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of Directors constituting the initial Board of Directors is (1). The name and address of the person who is to serve as member of the initial Board of Directors is:

| | |
|---|---|
| **Martin Molina** | **c/o 1200 Brickell Avenue, Suite 1800**<br>**Miami, Florida 33131** |

The officers of the Corporation shall be elected, appointed and removed from office by a majority of the Directors or as otherwise specified in the By-Laws of the Corporation. The following person(s) shall serve as the initial officer(s) of the Corporation and shall hold the position/office designated beside his or her name until his or her resignation or until a successor is duly elected and appointed:

| Office | Name | Address |
|---|---|---|
| **President**<br>**Secretary**<br>**Treasurer** | **Martin Molina** | **c/o 1200 Brickell Avenue**<br>**Suite 1800**<br>**Miami, Florida 33131** |

## ARTICLE V

## EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## ARTICLE VI

## AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner

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now or hereafter prescribed or permitted by the provisions of any applicable statutes of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment thereto are granted subject to this reservation. In the event of any conflict between the terms and conditions of these Articles of Incorporation and the Bylaws of the Corporation, the terms and conditions of these Articles of Incorporation shall control.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of the Corporation is:

AKR Registered Agents, Inc.
1200 Brickell Avenue, Suite 800
Miami, Florida 33131

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify each director, officer, incorporator and shareholder of the Corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a director, officer, incorporator or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 27 day of September, 2006.

AKR REGISTERED AGENTS, INC.

By: [signature]
Robert R. Adams, President

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## ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGE REGISTERED AGENTS, INC.

By: ______________________

Robert E. Adams, President

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