

N060000001336

Division of Corporations

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Florida Department of State
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To:

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Fax Number : (850)205-0381

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770)777-2091
Fax Number : (770)220-1943

*Second
Correction*

FLORIDA PROFIT/NON PROFIT CORPORATION

Merrill Stevens Training Institute, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 3, 2006

FLORIDA DEPARTMENT OF STATE

TRIAD PROFESSIONAL SERVICES, LLC Division of Corporations

SUBJECT: MERRILL STEVENS TRAINING INSTITUTE, INC.
REF: W06000005528

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

FAX And. #: H06000029658
Letter Number: 006A00008119

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ARTICLES OF INCORPORATION
OF

MERRILL STEVENS TRAINING INSTITUTE, INC.

In Compliance with Chapter 617, Florida Statutes, (Not for Profit)

ARTICLE I
NAME

The name of this Corporation is MERRILL STEVENS TRAINING INSTITUTE, INC. and its mailing address is 158 South Prospect Drive, Coral Gables, Florida 33133.

ARTICLE II
NATURE OF BUSINESS

This Corporation is a not-for profit corporation which is being organized and shall operate exclusively to carry out the purpose of educational training related to basic work skills, including but not limited to cabinet making and yacht work, and not for pecuniary profit.

ARTICLE III
MEMBERSHIP

The initial members of the corporation shall be Hugh A. Westbrook and Carole Shields Westbrook. The members of the Corporation will be entitled to vote. The requirements, qualifications, privileges and limitations attendant to membership in the Corporation shall be as set forth in the Corporation's Bylaws.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131, and the name of the initial registered agent of this Corporation is Martin Kalb.

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ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have three directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three. The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address:</u>
Hugh A. Westbrook	158 South Prospect Drive Coral Gables, Florida 33133
Carole Shields Westbrook	158 South Prospect Drive Coral Gables, Florida 33133
Frederick Kirtland	158 South Prospect Drive Coral Gables, Florida 33133

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE IX
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Not For Profit Corporation Act, as amended from time to time.

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ARTICLE X
INCORPORATOR

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

Name

Address:

Martin J. Kalb

1221 Brickell Avenue
Miami, Florida 33131

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
SIGNATURE ON FOLLOWING PAGE]

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

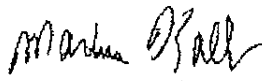
WITNESSETH

That **MERRILL-STEVENS TRAINING INSTITUTE, INC.** desiring to organize under the laws of the State of Florida, has named Martin Kaib, 1221 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated as of Feb 2, 2006



Martin Kaib
and Incorporator

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