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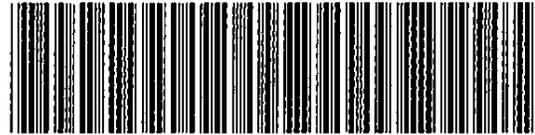
(Business Entity Name)

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2009 AUG 26 PM 4: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

8:50pm AUG 27 2009

PIERRE AND ASSOCIATES L.L.C.
100 E. LINTON BLVD SUITE 402B
DELRAY BEACH, FLORIDA 33483
(561) 266-5757



August 22, 2009

State of Florida, Dept of State
Division of Corporation
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is a check in the amount of \$78.75 to cover the filing fees of the articles of organization of MERJOLYNN FOUNDATION INC., the designation of its registered agent and a certificate of status.

Please do not hesitate to call or write me if there any questions and/or concerns.

Sincerely,


Charles J. Pierre,
Managing Member

ARTICLES OF INCORPORATION
OF

MERJOLYNN FOUNDATION INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WE, the undersigned, hereby associate ourselves for the purpose of becoming a not-for-profit Corporation under the laws of the State of Florida and are therefore bound by State Statutes regulating information, liability, rights, privileges and immunities of a not-for-profit Corporation.

ARTICLE I
Name of Corporation

The name of this corporation is MERJOLYNN FOUNDATION INC.

ARTICLE II
Purpose

This corporation is organized to exclusively for charitable, religious, educational, and scientific purposes under section 501 (c) (3) of the internal revenue code, or corresponding section of any future tax code.

In the pursuit of this goal, the Corporation can acquire, buy, hold, own, sell, exchange, convey, lease, or otherwise dispose of goods, chattels, effects and merchandise. It can also mortgage, lease, hypothecate, convey, exchange and dispose of lands and chattels. It may enter any transactions deemed lawful authorized by the Board of Directors.

ARTICLE III
Corporate existence

This corporation shall exist for a perpetual period of time. It shall have offices throughout and outside the State of Florida.

ARTICLE IV
By-Laws

By-laws of the corporation are to be made, offered, and rescinded by a majority of the qualified members of the organization, present and voting at a regular or special business meeting.

ARTICLE V
Principal Place of Business

The initial place of business is **160 Congress Park Dr. Suite 116, Delray Beach, FL 33445**. The mailing address is the same as the principal place of business. The Board of Directors may from time to time move the principal office to any other address in Florida and establish branch offices at any other place within or without the State of Florida.

ARTICLE VI
Dissolution

In the event of dissolution, the remaining or residual assets of MERJOLYNN FOUNDATION INC. shall be transferred to a not-for-profit organization qualified and in good standing under Section 501 (c) (3) of the internal revenue codes.

ARTICLE VII
Prohibited Activities

Notwithstanding any other provisions of these articles, this corporation shall carry only activities permitted by (a) a corporation exempt from Federal Tax under Section 501 (c) (3) of the internal revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation's contribution which are deductible under section 170 (c) (2) of the Internal revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue law.

ARTICLE VIII
Initial Board of Directors

Initially, this corporation shall have three directors. The number of directors may increase depending on business needs, but may never be less than one. The directors shall hold office for the first year of existence of the corporation and until their successors are elected or appointed according to the by-laws. The name and address of the initial directors are as follows:

Merline Deneus, President
160 Congress Park Dr #116
Delray Beach, FL 33445
(561) 536-8503

Joseph M. Bernadel, Director
1081 Fairfax Circle West
Boynton Beach, FL 33436
(561) 414-5465

Gary Deneus, Director
1081 Fairfax Circle West
Boynton Beach, FL 33436
(561) 536-8503

ARTICLE IX
Registered Agent

Merline Deneus is the initial registered agent of the MERJOLYNN FOUNDATION INC. and her office is located at 160 Congress Park Dr, Ste 116, Delray Beach, Florida 33445.

Having been named as registered agent and to accept service of process for the above stated Corporation MERJOLYNN FOUNDATION INC. INC. 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 duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in chapter 607, F.S.


Registered Agent's Signature

ARTICLE X
Contracting Debts

An Officer, with the approval of the Board of Directors, can enter into contracts for the company. He/She can execute and deliver any commercial instruments in the name of and on behalf of the company.

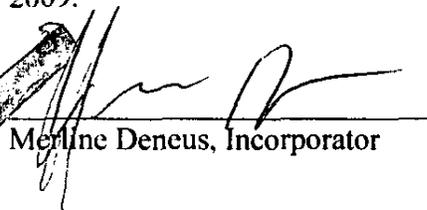
ARTICLE XI
Director Liabilities

Liabilities arising from the normal course of business shall be borne by the company. Officers and Directors shall be indemnified for any out-of-pocket expenses and any other costs including personal defense lawyers' fees while being actively involved in the decisions of the company.

ARTICLE XII
Amendment

These articles may be altered, amended or repealed and new articles may be adopted at any regular or special meetings of the Board of Directors and ratified by the majority of the shareholders.

These articles of incorporation have been executed on this twenty first day of August 2009.


Merline Dencus, Incorporator

STATE OF FLORIDA

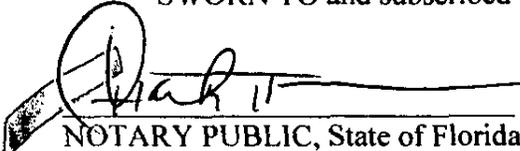
COUNTY OF PALM BEACH

Before me, the undersigned authority, duly licensed to administer oaths and take acknowledgements, personally appeared FRNATZ P. VILCE who

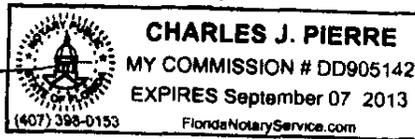
_____ is personally known to me

produced her Florida Driver License as identification who after duly sworn, on oath deposes and says that he has read the foregoing, and the facts contained therein are true to the best of his knowledge.

SWORN TO and subscribed before me this 21st day of August, 2009.



NOTARY PUBLIC, State of Florida



My Commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA