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March 22, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

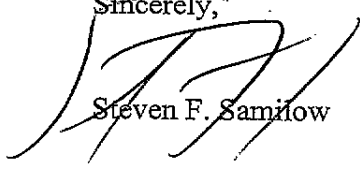
Re: **MERRITT CORPORATION; Name Correction to
MERRITT INTERLUDE CORPORATION**
Reference Number W00000005845/Letter Number 700A00012065

Dear Sir or Madam:

I am the incorporator of the above entity and am writing per the letter dated March 3, 2000 from Tracy Smith, document specialist of your office. Enclosed please find the original corrected articles of incorporation for the above entity and a copy of same. Also enclosed is a copy of the March 3, 2000 letter. The name of the entity has been corrected to Merritt Interlude Corporation.

Please return a file stamped copy of the articles of incorporation to me at your earliest convenience. Thank you for your assistance in this matter.

Sincerely,


Steven F. Samilow

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
T. SMITH MAR 3 1 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 3, 2000

IRB
P.O. BOX 14189
TALLAHASSEE, FL 32317-4189

SUBJECT: MERRITT CORPORATION
Ref. Number: W00000005845

We have received your document for MERRITT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 700A00012065

ARTICLES OF INCORPORATION

OF
Interlude
MERRITT CORPORATION

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name of Corporation

The name of the Corporation is Merritt *Interlude* Corporation

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by the Corporation will include, without limitation, the following:

(A) To operate a cafe/night club and engage in other commercial and business activities.

(B) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(C) To borrow money, to lend money and extend credit, without a limit in either case as to amount, in such amounts as the Board of Directors may determine from time to time; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all property of the Corporation, or any interest therein.

(D) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume

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liabilities of any person, firm, association or corporation and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities or property of any other kind.

(E) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nations and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers, and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(F) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(G) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(H) The objects and purposes specified in the foregoing clauses of this Article will not, unless expressly limited, be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation. Such objects and purposes will be regarded as independent objects and purposes. In addition, such objects and purposes will be construed as powers as well as objects and purposes.

ARTICLE III.

Stock

The authorized capital stock of the Corporation will consist of 100 shares of Common Stock. The par value of these shares will be \$1.00 per share. The stock of the Corporation will be issued for such consideration as may be determined by the Board of Directors. In no event, however, will the stock of the Corporation be issued for less than par value. Shareholders may enter into

agreements with the Corporation or with each other to control or restrict the transfer of stock of the Corporation. Such agreements may take the form of options, rights of first refusal, put and sell agreements or any other lawful form of agreement.

ARTICLE IV.
Incorporator

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

Steven F. Samilow, Esq.
9000 Sheridan Street, Suite 105
Cooper City, Florida 33024

ARTICLE V.
Term of Corporate Existence

The Corporation will exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of the Corporation in the State of Florida will be 8290 Cleary Blvd., No. 2913, Plantation, FL 33324. The name of the initial Registered Agent of the Corporation at the above address will be Ronald D. Merritt. The principal place of business of the corporation will be 8290 Cleary Blvd., No. 2913, Plantation, FL 33324.

ARTICLE VII.
Number of Directors

The business of the Corporation will be managed by a Board of Directors. The Board of Directors will consist of not fewer than one (1) person(s). The exact number of Directors will be determined from time to time in accordance with the By-Laws of the Corporation.

ARTICLE VIII.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of the Corporation, who will hold office until the first Annual Meeting of Shareholders, and thereafter until their successors are elected are as follows:

Ronald D. Merritt

8290 Cleary Blvd., No. 2913
Plantation, FL 33324

ARTICLE IX.
Officers

The Corporation will have a President, a Secretary and a Treasurer. The Corporation may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X.
By-Laws

The Board of Directors will adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

ARTICLE XI.
Transactions in Which Directors or Officers Are Interested

(A) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because such relationship or interest, or solely because such directors or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The fact of such relationship or interest is

disclosed to or known by the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or

(2) The facts of such relationship or interest are disclosed or known to the shareholders entitled to vote thereon, and the shareholders authorize, approve, or ratify such contract or transaction by a vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(B) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII. Financial Information

The Corporation will not be required to prepare and to provide a balance sheet and a profit and a loss statement to its shareholders. Nor will the Corporation be required to file a balance sheet or a profit and loss statement in its Registered Office. This Article will be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII. Amendment

These Articles of Incorporation may be amended in any manner now and hereafter as provided for by law. All rights conferred upon the shareholders by the Article of Incorporation are granted subject to this reservation.

ARTICLE XIV. Commencement of Corporate Existence

The existence of the Corporation will, in accordance with the provisions of Florida law, commence on the date these Articles are

filed with the Secretary of State of the State of Florida.

The undersigned incorporator has executed these Articles of
Incorporation this 28th day of February 2000.



Steven F. Samilow

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida:

1. The name of the Corporation is: Merritt ^{InterVale} ~~and~~ Corporation; and

2. The name and address of the registered agent and office is: Ronald D. Merritt, 8290 Cleary Blvd., No. 2913, Plantation, FL 33324.

Having been named registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept said 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.

Dated: 28 Feb 2000


Ronald D. Merritt

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