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**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Merritt Square Office Managers, Inc.

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ARTICLES OF INCORPORATION
OF
MERRITT SQUARE OFFICE MANAGERS, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

1. NAME. The name of this corporation and the mailing address of the corporation are:

MERRITT SQUARE OFFICE MANAGERS, INC.,
2255 Glades Road
Suite 411-E
Boca Raton, Fl. 33431
Attn: Stanley D. Gottsegen

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2. PURPOSE. The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

3. CAPITAL STOCK. This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

4. DURATION. This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

5. INITIAL BUSINESS OFFICE AND REGISTERED AGENT. The mailing address of the initial business office of this corporation is: 2255 Glades Road, Suite 411-E, Boca

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Raton, Fl. 33431 Attn: Stanley D. Gottsegen and the name of the initial registered agent of this corporation is Stanley D. Gottsegen whose address is 2255 Glades Road, Suite 411-E, Boca Raton, Fl. 33431.

6. INITIAL BOARD OF DIRECTORS AND OFFICERS. This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this corporation are:

Stanley D. Gottsegen
2255 Glades Road, Suite 411-E
Boca Raton, Fl. 33431

Gabriel Ehrenstein
6430 Via Tierra
Boca Raton, Fl. 33433

The initial officers of the corporation will be:

President - Stanley D. Gottsegen

Vice-President & Secretary- Gabriel Ehrenstein

8. INCORPORATOR. The names and address of the person signing these Articles are: Stanley D. Gottsegen, 2255 Glades Road, Suite 411-E, Boca Raton, Fl. 33431

9. INDEMNIFICATION. The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

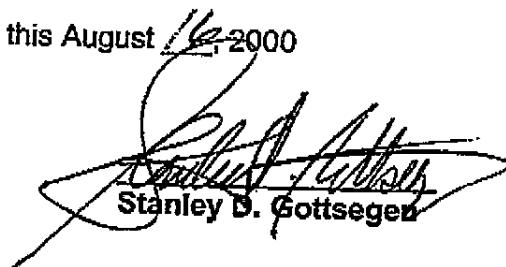
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10. BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

11. AMENDMENTS. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation, this August 16, 2000


Stanley D. Gottsegen

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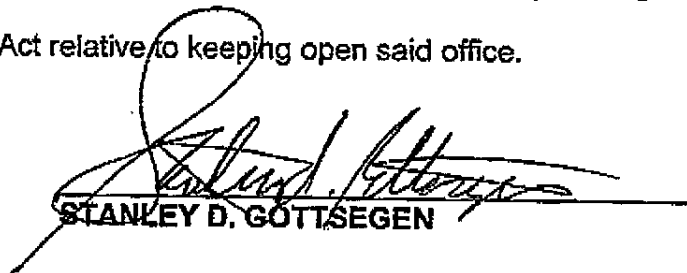
**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **MERRITT SQUARE OFFICE MANAGERS, 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 Boca Raton, County of Palm Beach, State of Florida, has named Stanley D. Gottsegen, whose address is 2255 Glades Road, Suite 411-E, Boca Raton, Fl. 33431 as its agent to accept service of process within this State.

ACKNOWLEDGMENT OF DESIGNATED AGENT:

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 provision of said Act relative to keeping open said office.


STANLEY D. GOTTSEGEN

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