



P00000080092

Merrick International, Inc.

Manufacturers Representative, Commission Agents, Importer & Exporter, Distributors & Wholesalers
P.O. Box 010704, Miami, FL 33101 U.S.A.

14-8-2000

500003361705--6
-08/18/00--01025--024
****165.00 *****78.75

Please file. One of the
names listed below.
① Merrick Int. Inc. or
George Merrick Int. Inc.
or, A. G. Merrick Int. Inc.
Should you have any
questions please contact
the writer at
561-372-5477

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MERRICK INTERNATIONAL INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation is MERRICK INTERNATIONAL INC.

ARTICLE II

The duration of this Corporation shall be perpetual.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be:

(A) To carry on the business of import and export of general merchandise of every kind and nature without limitation, in all foreign and domestic markets; to act as brokers, commission men, factors and agents for buyers and sellers, both foreign and domestic; to act as manufacturer's agents; to trade in general merchandise, foodstuffs, automobile parts and supplies, including general merchandise and parts and supplies of every kind and description without limitation.

(B) In general to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of Florida upon Corporations formed under its Laws, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common capital stock, which shares are without value or par value. All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Such stock may be issued for such consideration as may be fixed by the Board of Directors and may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or Special Meeting.

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ARTICLE V

The amount of capital with which this Corporation shall begin business is Five
Hundred Dollars.

ARTICLE VI

The initial Post Office address of this Corporation in the State of Florida

18120 N.W. 16th Avenue
Miami, FL 33169

This address may be moved from time to time to any other address in the State of
Florida, by the Board of Directors.

ARTICLE VII

This Corporation shall have two directors initially. The number of Directors may
be increased from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII

The names and addresses of the Directors, Officers and Subscribers of this
Corporation are:

AXELEY GEORGE MERRICK, 18120 N.W. 16th Avenue, Miami, FL 33169
PRESIDENT 1 Share

Donald P. Samuels, 18120 N.W. 16th Avenue, Miami, FL 33169
SECRETARY 1 Share

ARTICLE IX

The Officers and Directors of this Corporation to hereby name AXELEY
GEORGE MERRICK, whose address is 18120 N.W. 16th Avenue, Miami, FL 33169, as
its Resident Agent to accept service of process in this State of Florida.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.

Agent


Axeley George Merrick, Registered

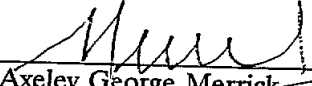
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by
Laws. Every amendment shall be approved by the Board of Directors proposed by them

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to the stockholders and approved at a stockholders meeting by a majority of the stock
entitled to vote therein.

IN WITNESS WHEREOF, the Officers of these Articles of Incorporation have
hereunto set their hands and seals this 14th day of December, 1998.

 (SEAL)
Axeley George Merrick

STATE OF FLORIDA

COUNTY OF DADE

BEFORE me, the undersigned Notary Public, personally appeared AXELEY
GEORGE MERRICK, to me know to be the individual described in the foregoing
Articles of Incorporation, and he acknowledged before me that he executed the same for
the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this
14 day of Dec., 1998.


NOTARY PUBLIC

