

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

2/21/01



✓ CERTIFIED COPY

CUS

PHOTO COPY

✓ FILING

Profit

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 FEB 21 PM 1:51

FILED

1.) merger Arbitrage, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

900003744989--0
-02/21/01--01045--001
*****78.75 *****78.75

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

FILED
02 FEB 21 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SPECIAL INSTRUCTIONS

4/

ARTICLES OF INCORPORATION

OF

MERGER ARBITRAGE, INC

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1: NAME

The name of the Corporation is **MERGER ARBITRAGE, INC.**

ARTICLE 2: PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3: PRINCIPAL OFFICE

The address of the principal office of this corporation is 10263 Breezeway Place, Boca Raton, Florida 33428 and the mailing address is the same.

ARTICLE 4: INCORPORATOR

The name and street address of the incorporator if this Corporation is:

Patricia R. Rahuba
10263 Breezeway Place
Boca Raton, Florida 33428

ARTICLE 5: CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **One Thousand (10,000)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

FILED
01 FEB 21 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 6: POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 10263 Breezeway Place, Boca Raton, Florida 33428. The name and address of the Registered Agent of this Corporation is Patricia R. Rahuba, at 10263 Breezeway Place, Boca Raton, Florida 33428.

ARTICLE 9 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of February, 2001.

A handwritten signature in cursive script, reading "Patricia R. Rahuba", written over a horizontal line.

Patricia R. Rahuba, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
THE ARTICLES OF INCORPORATION**

Patricia R. Rahuba, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Patricia R. Rahuba

FILED
01 FEB 21 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA