

LAW OFFICES
LAWRENCE U. TAUBE

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PO1000028093

March 6, 2001

Department of State
Divisions of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Melrose Group International, Inc.

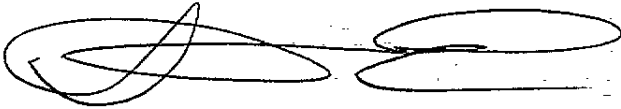
600003853736--5
-03/15/01-01042--002
****122.50 *****78.75

Dear Sir/Madame::

Enclosed please find request for formation of a corporation along with the appropriate fee in the amount of \$122.50. I enclose a return self addressed stamped envelope for your convenience.

I am available for questions.

Sincerely,



Lawrence U. Taube

LUT/l
Enc.

FILED
01 MAR 15 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sub
3/19

(4)

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Melrose Group International, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3500 N.W. Boca Raton Blvd., # 811
Boca Raton, FL 33431

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lawrence U. Taube Esq
1818 Australian Ave., # 400
West Palm Beach, FL
33409

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

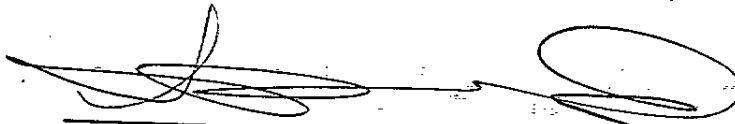
Incorporator: Lawrence U. Taube, Esq
1818 S. Australian Ave., #400
West Palm Beach, FL 33409

President: Jerold C. Parker
3500 NW Boca Raton Blvd #811
Boca Raton, FL 33431

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

6 day of March, 2001.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Melrose Group International, Inc

2. The name and address of the registered agent and office is:

Lawrence U. Taube , Esq
(NAME)

1818 S. Australian Ave., # 400
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, FL 33409
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.


(SIGNATURE)

3/6/2001
(DATE)