

# P01000056325

**KILPATRICK STOCKTON LLP**

Attorneys at Law  
Suite 2000  
FIRST UNION FINANCIAL CENTER  
200 South Biscayne Boulevard  
Miami, Florida 33131-2310  
Telephone: 786.777.8000  
Facsimile: 786.777.8001  
Web site: www.kilpatrickstockton.com

May 30, 2001

E-mail: [tmullin@kilpatrickstockton.com](mailto:tmullin@kilpatrickstockton.com)  
Direct Dial: 786.777.8019

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: M.E.R.S., Inc

200004337932--8  
-06/01/01--01051--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs/Madams:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation as well as our check in the amount of \$78.75 representing filing fee, registered agent fee and fee for the obtaining of a certified copy of the Articles.

We look forward to receiving the certified copy of M.E.R.S., Inc.'s articles of incorporation.

Thank you.

Very truly yours,

Terrance J. Mullin

TJM:lv  
w/encls.

FILED  
01 JUN -1 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MIALIB01:6125.1

**ARTICLES OF INCORPORATION  
OF  
M.E.R.S., INC.**

**FILED**  
01 JUN -1 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is M.E.R.S., INC.

**ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

**ARTICLE III  
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 50,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 200 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Terrance J. Mullin, Esq.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is c/o Terrance J. Mullin, Esq., Kilpatrick Stockton LLP, 200 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator subscribing to these Articles of Incorporation is: Terrance J. Mullin, Esq., 200 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131.

**ARTICLE VIII**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

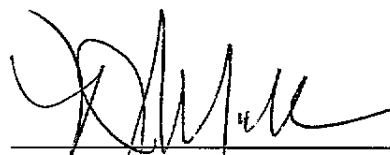
**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

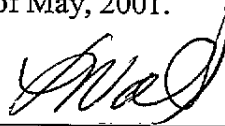
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of May, 2001.

  
\_\_\_\_\_  
Terrance J. Mullin, Incorporator

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE        )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **TERRANCE J. MULLIN**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of May, 2001.

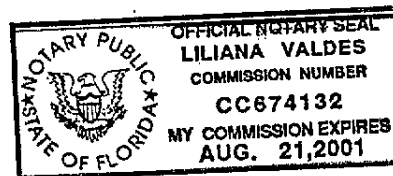


Notary Public, State of  
Florida

Print Name: Liliana Valdes

Commission No: \_\_\_\_\_

My commission expires:



FILED

01 JUN -1 AM 10:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT OF**

**M.E.R.S., INC.**

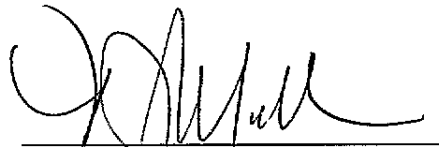
Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That M.E.R.S., INC. desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Terrance J. Mullin, Esq., 200 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131, County of Miami-Dade, agent to accept service of process within the State.

**ACKNOWLEDGMENT**

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.

Dated this 30 day of May, 2001.

  
Terrance J. Mullin