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01 AUG 23 PM 3:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 13, 2001

Corporate New Filing Section
P.O.Box 6327
Tallahassee, FL 32314

RE: MERCO DEVELOPMENT CORPORATION

Dear Madam/Sir:

Enclosed are the Articles of Incorporation of **MERCO DEVELOPMENT CORPORATION**. Also attached is check for the amount of \$122.50 for the filing fee.

Thank you for your attention to this matter.

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*****122.50 *****78.75

Eduardo C. Baragano, Esq.
ECB/yc
Enclosures

PS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MERCO DEVELOPMENT CORPORATION**

The undersigned, CARLOS JAVIER BARRETO, acknowledge and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME:

The name of this corporation shall be: **MERCO DEVELOPMENT CORPORATION.**

ARTICLE II

PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 280 RACQUET CLUB ROAD, BUILDING 112, APT. 205, WESTON, FLORIDA 33326.

ARTICLE III

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation. It is expressly declared and provided that the corporation, to carry on its business, or for the purpose of publishing any of the objects here in above mentioned shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other power, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state and which now or here after may authorized by law:

ARTICLE IV

SHARES

The authorized capital stock of this corporation shall consist of: Ten Thousand (10,000) shares of common stock, One dollars (\$1.00) par value.

ARTICLE V

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the corporation's initial Registered Office is 280 RACQUET CLUB ROAD, BLDG. 112, APT. 205, WESTON, FLORIDA 33326. The initial Registered Agent for the corporation is CARLOS JAVIER BARRETO located at the initial address of the corporation.

ARTICLE VII

DIRECTORS

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VIII

FIRST BOARD

The following shall constitute the First Board of Directors of the corporation:

CARLOS JAVIER BARRETO	280 RACQUET CLUB ROAD BLDG. 112 APT. 205 WESTON, FLORIDA 33326
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INCORPORATOR

The name and address of the initial Incorporator of the corporation is as follows:

CARLOS JAVIER BARRETO	280 RACQUET CLUB ROAD BLDG. 112 APT. 205 WESTON, FLORIDA 33326
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ARTICLE IX

GENERAL PROVISION

(a) The private property of the Stockholder shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of the article the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just value to be fixed by its Board of Directors.

(c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.

(d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonable incurred by him in connection with arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

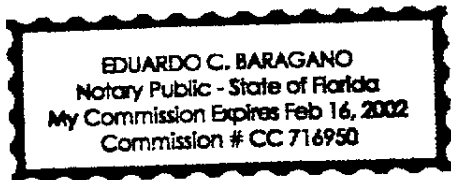
(e) All shareholders of the corporation shall be vested with full preemptive rights.

Subscribed at Fort Lauderdale, Florida, this 10th day of August, 2001.

By [Signature]
CARLOS JAVIER BARRETO
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledge before me this 10th day of August 2001 by CARLOS JAVIER BARRETO



[Signature]
Notary Public, State of Florida.
My Commission Expires:

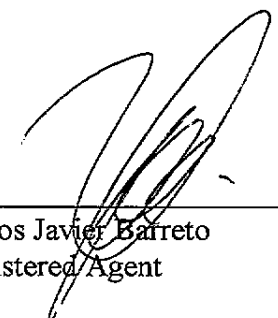
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

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

First -- That MERCO DEVELOPMENT CORPORATION 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 Weston, County of Broward, State of Florida, has named Carlos Javier Barreto, 280 Racquet Club Road, Bldg. 112, apt. 205, Weston, Florida , County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Carlos Javier Barreto
Registered Agent

FILED
01 AUG 23 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA