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HALL, DAVID AND JOSEPH, P.A.

ATTORNEYS AT LAW

PENTHOUSE

1428 BRICKELL AVENUE

P.O. Box 01 9113

MIAMI, FLORIDA 33131-9113

TELEPHONE 305 374-5030

FACSIMILE 305 374-5033

TOLL FREE 800 376-5030

www.hdjlaw.com

ANDREW C. HALL
CHRISTOPHER M. DAVID
ALLAN A. JOSEPH*
ADAMS, HALL
MICHAEL L. COTZEN
SHARON J. CALIX
ADAM J. LAMB

OF COUNSEL
ALLAN J. HALL **
MARK L. WEINSTEIN

** ALSO ADMITTED IN GEORGIA

* ALSO ADMITTED IN COLORADO
AND WASHINGTON, D.C.

November 8, 2001

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Secretary of State, State of Florida
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Re: Merrill Lamb Retail Advisors, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation for Merrill Lamb Retail Advisors, Inc. Also enclosed is a check made payable to Department of State, State of Florida in the amount of \$78.75 which represents the filing fee. Please return a stamped copy of the Articles along with the certificate of incorporation in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

HALL, DAVID AND JOSEPH, P.A.



ADAM J. LAMB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MERRILL LAMB RETAIL ADVISORS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

MERRILL LAMB RETAIL ADVISORS, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

1234 South Dixie Highway - #340
Coral Gables, FL 33146

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way, The duration of the Corporation is perpetual.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

Adam J. Lamb, Esq.
1428 Brickell Avenue
Penthouse
Miami, Florida 33131
Telephone: (305) 374-5030

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the Corporation shall have no less than one (1) Director at any time.

<u>NAME</u>	<u>ADDRESS</u>
Merrill Lamb	3 Grove Isle Dr. - #302 Miami, FL 33133

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation or until a successor is elected.

ARTICLE VII
INCORPORATORS

The name and address for each Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Adam J. Lamb	1428 Brickell Avenue Penthouse Miami, Florida 33131

ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment to them, and any right referred upon the Shareholders is subject to this reservation.

ARTICLE IX
COMMENCEMENT DATE

Corporate existence will commence upon the issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



Adam J. Lamb

FILED

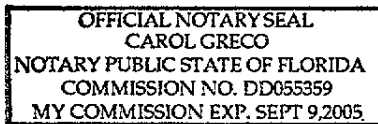
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

- Before me personally appeared ADAM J. LAMB to me well known to be the person
- described in and who executed the foregoing Articles of Incorporation acknowledged to and
- before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 8th
day of November, 2001.



Carol Greco
Notary Public
Print Name: CAROL GRECO

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MERRILL LAMB RETAIL ADVISORS, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 8th day of November, 2001.

Adam J. Lamb
Adam J. Lamb
REGISTERED AGENT

This Document was prepared by:
Adam J. Lamb, Esq.
Fla Bar No. 899046
Hall, David and Joseph, P.A.
1428 Brickell Ave.
Penthouse
Miami, Florida 33131
Telephone: (305) 374-5030