

### Florida Department of State

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 : (305)634-3694

Fax Number : (305)633-9696

## FLORIDA PROFIT CORPORATION OR P.A.

mercury investment counsel, inc.

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SEUME LARY OF STATE TALLAHASSEE FLORIDA

# ARTICLES OF INCORPORATION OF MERCURY INVESTMENT COUNSEL, INC.

#### **ARTICLE 1 - NAME**

The name of this corporation is MERCURY INVESTMENT COUNSEL, INC.

#### **ARTICLE 2 - ADDRESS**

The principal place of business and mailing address of this corporation is 800 Brickell Avenue, Suite 1107, Miami, Florida 33131.

#### ARTICLE 3 - AUTHORIZED SHARES

This corporation is authorized to issue 10,000 shares of capital stock which initially shall have no declared par value.

#### ARTICLE 4 - NO CLASSES OF STOCK

The authorized shares of capital stock in this Corporation are not divided into classes.

#### ARTICLE 5 - NO SHARES IN SERIES

None of the shares of capital stock in this Corporation are to be issue in series.

#### **ARTICLE 6 - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or other consideration of any new stock of this Corporation shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price in cash or other consideration at which it is offered to others.

#### ARTICLE 7 - INITIAL DIRECTORS

The Board of Directors shall consist of no fewer than four directors. The initial Board consists of the following:

- Eduardo J. Solorzano, 800 Brickell Avenue, Suite 1107, Miami, Florida 33131.
- Juan Buitron, 800 Brickell Avenue, Suite 1107, Miami, Florida 33131.
- John Robinson, 800 Brickell Avenue, Suite 1107, Miami, Florida 33131.
- Andrew Kelsen, 800 Brickell Avenue, Suite 1107, Miami, Florida 33131.

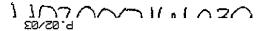
#### **ARTICLE 8 - INITIAL OFFICERS**

The initial officers of the Corporation are as follows:

- President: Eduardo J. Solorzano, 800 Brickeli Avenue, Suite 1107, Miami, Florida 33131.
- Secretary: Juan Buitron, 800 Brickell Avenue, Suite 1107, Miami, Florida 33131.

Mark A. Marder, Esquire 9400 South Dadeland Boulevard Penthouse Five Miami, Florida 33156 F.B.N.: 248835

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ARTICLE 9 - INITIAL REGISTERED AGENT AND OFFICE

This Corporation's Initial registered agent and registered office is Mark A. Marder, 9400 F STATE South Dadeland Boulevard, Penthouse Five, Miami, Forida 33156.

TALLAHASSEE FLORIDA

**ARTICLE 18 - INCORPORATOR** 

The name and address of the person signing these articles is Mark A. Marder, 9400 South Dadeland Boulevard, Penthouse Five, Miami, Florida 33156.

The undersigned has executed these Articles of Incorporation this July 3, 2002.

MARK A. MARDER

STATE OF FLORIDA: COUNTY OF MIAMI-DADE:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK A. MARDER, who is personally known to me or provided identification in the form of and who executed the foregoing in my presence.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this July 3, 2002.

Name, seal and Brandi Hilton commission of Notice Commission # DD 0215

Brand fillion Commission & DD 021552 Expires April 30, 2005 Bended Thru Atlantic Bonding Co., Inc.

NOTARY PUBLIC. State of Flori

#### **ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated herein, I am familiar with and accept the obligations of the position of Registered Agent for the foregoing corporation; I agree as Registered Agent to accept service of process for said corporation; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in said office as required by law.

MARK A. MARDER

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