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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

mercury investment counsel, inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
MERCURY INVESTMENT COUNSEL, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 Brickell 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 South Dadeland Boulevard, Penthouse Five, Miami, Florida 33156. OFF STATE TALLAHASSEE FLORIDA

ARTICLE 10 - 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.

[Signature]

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
commission of Notary



Brandi Hilton
Commission # DD 021552
Expires April 30, 2005
Bonded Through
Atlantic Bonding Co., Inc.

[Signature]

NOTARY PUBLIC, State of Florida

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.

[Signature]

MARK A. MARDER

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