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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : HUBCO
Account Number : 104662003400
Phone : (516) 935-3940
Fax Number : (516) 935-3088

FLORIDA PROFIT CORPORATION OR P.A.

Merline Enterprises Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

C. BLALOCK JUL 25 2002

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ARTICLES OF INCORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Merline Enterprises Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Merline Enterprises Inc.
1717 N. Bayshore Drive, Suite 2654
Miami, FL 33132

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Merele Raphael
1717 N. Bayshore Drive, Suite 2654
Miami, FL 33132

Prepared By:

Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940

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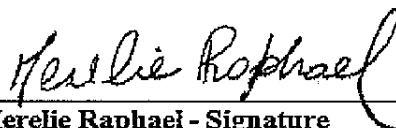
ARTICLES V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Merelie Raphael
1717 N. Bayshore Drive, Suite 2654
Miami, FL 33132

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24th day of July 2002.

A handwritten signature in cursive script, reading "Merelie Raphael", written over a horizontal line.

Merelie Raphael - Signature

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Merline Enterprises Inc.**

2. The name and address of the registered agent and office is:

Merelie Raphael

Name

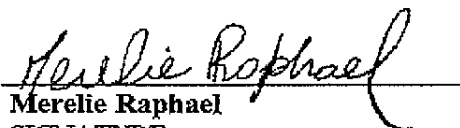
1717 N. Bayshore Drive, Suite 2654

(P.O. Box or Mail Drop Box NOT Acceptable)

Miami, FL 33132

(City / State / Zip)

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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Merelie Raphael
SIGNATURE

July 24th, 2002
(Date)

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