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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MERCO INVESTMENTS, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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<input type="checkbox"/>	Other

Examiner's Initials

## ARTICLES OF INCORPORATION

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

### ARTICLE I - NAME

The name of the corporation shall be: **Merco Investments, Inc.**

### ARTICLE II - PURPOSE

The purpose for which this corporation is organized is to engage in any and all activities permitted under the Laws of the United States and of the State of Florida.

### ARTICLE III - PRINCIPAL OFFICE

The initial office and mailing address of this corporation is:

Merco Investments Inc.  
2257 S.W. 21 Street, Miami, FL 33145  
Miami, Florida 331

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### ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

### ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro rata (as nearly as it may be done without the issuance of fractional shares) at a price at which it is offered to others.

"Pro rata" means, in this article, in the proportion the number of shares already owned by the shareholder bears to the total number already issued by the corporation. In case any shareholder does not make use of this preemptive rights, such rights will accrue to the rest of the shareholders also pro rata.

## ARTICLE VI - RIGHT OF FIRST REFUSAL

In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interests therein), such shareholder (hereinafter referred to as the OFFERING SHAREHOLDER) shall give written notice of such offer to the Secretary of the Corporation and to all other shareholders by registered mail at the addresses listed in the corporation's book. The notice to the corporation shall be sent to the corporate officers.

The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price, the price per share, and all other terms and conditions of the proposed transfer. Any other stockholder of the corporation will have 15 days to signify his or her intention to buy and his or her tender of the price, to the stockholder intending to sell, and will also notify the corporation, in writing, of his or her intention of exercising the rights granted by this article. If more than one stockholder intends to exercise the right to purchase, then, in that event, each one will have the right to purchase pro rata; "pro rata" meaning, in this article, in a proportion where the numerator is the number of shares already owned by the shareholder exercising the right and where the denominator is the sum of all shares already owned by all shareholders timely expressing their intent to exercise the right to purchase.

In case any shareholder showing any intent to exercise his right, and the number of whose shares of stock has been employed in the above computation, would later desist to purchase, the rights of such shareholder shall accrue, pro rata, as defined above, to the stockholders having timely expressed their intention to purchase.

Similar rights of purchase or option to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders become bankrupt, file for voluntary bankruptcy or someone files to have him declared bankrupt, or makes an assignment in favor of creditor.

The purchase price per share of stock will be determined by evaluating the financial strength of the corporation at the middle of its last fiscal year. The evaluation shall be conducted by an independent appraiser, who will determine, as exactly as possible, the value of such shares, using General Accepted Accounting Principles.

Any attempt sale in violation of the provisions of this Article is null and void.

## ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may increase or decrease from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name and address of the initial member of the Corporation's Board of Directors is as follows:

Francisco J. Diaz-Pou          2257 S.W. 21<sup>th</sup> Street, Miami, Fl 33145

ARTICLE VIII - CORPORATE EXISTANCE

The Corporation shall have perpetual existence.

ARTICLE IX - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is:

Francisco J. Diaz-Pou          2257 S.W. 21 Street, Miami, Florida 33145

ARTICLE X - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Francisco J. Diaz-Pou          2257 S.W. 21 Street, Miami, Florida 33145

The undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of December, 2002.

  
\_\_\_\_\_  
Francisco J. Diaz-Pou

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

Merco Investments, Inc.

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

Francisco J. Diaz-Pou      2257 S.W. 21 Street, Miami, Florida 33145

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

  
\_\_\_\_\_  
Francisco J. Diaz-Pou

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December 13, 2002

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