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SECRETARY OF STATE
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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MERRICK INTERNATIONAL REALTY, INC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
MERRICK INTERNATIONAL REALTY, INC

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
IDENTIFICATION

The name of this corporation is MERRICK INTERNATIONAL REALTY, INC and its principal place of business is c/o 601 Brickell Key Drive Ste. 802 Miami, Florida 33131.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 Shares of Common Stock of \$.001 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: Gerardo A. Vazquez, Esq., 601 Brickell Key Drive Ste. 802 Miami, Florida 33131.

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ARTICLE VI

BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than 7. The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director(s). The names and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ludy Grosso	c/o 601 Brickell Key Drive Ste. 802 Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Gerardo A. Vazquez, Esq. 601 Brickell Key Drive Ste. 802 Miami, Florida 33131.

ARTICLE VIII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such

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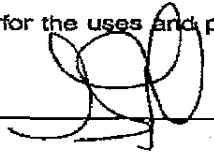
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indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this

22nd day of January, 2003



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for MERRICK INTERNATIONAL REALTY, INC., at the place designated in the articles of incorporation; (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 22nd day of January, 2003

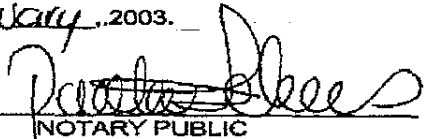
By: _____
Gerardo A. Vazquez, Esq.

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STATE OF FLORIDA)
 : SS.
COUNTY OF Miami-Dade)

BEFORE ME, the undersigned authority, personally appeared Gerardo A. Vazquez, Esq., who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami-Dade County, Florida, this 22nd day of January, 2003.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

 Paola C Fabres
My Commission CC651066
Expires July 1, 2003

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