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NOTES OF THE STATE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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	<u> </u>	
		Art of Inc. File
		LTD Partnership File
		Foreign Corp. File
		L.C. File
		Fictitious Name File
		Trade/Service Mark
		Merger File
		Art. of Amend. File
		RA Resignation
		Dissolution / Withdrawal
		Annual Report / Reinstatement
		Cert_Copy
		Photo Copy
		Certificate of Good Standing
		Certificate of Status
		Certificate of Fictitious Name
		Corp Record Search
		Officer Search
		Fictitious Search
Signature		Fictitious Owner Search
<i>9</i>		Vehicle Search
		Driving Record
Requested by:		UCC 1 or 3 File
Name	Date Time	UCC 11 Search
1 varie		UCC 11 Retrieval
Walk-In	Will Pick Up	Courier

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
Of MERC INVESTMENTS INC. and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles' Incorporation.

I

The name of the corporation shall be MERC INVESTMENT INC.

ΙI

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- To engage in the business of investing in real property, including but not limited to purchasing, selling, transferring, assigning or acquiring any type of interest in real property and leasing, renting and mortgaging real properties or establishing any interest in real property situated in the State of Florida, the United States of America or any other foreign country.
- To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock at \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$1000.00

<u>v</u>

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at 13200 SW 128th Street, Suite G3, Miami, Florida 33175.

VII

The Board of Directors of this corporation shall consist of not less than (1) nor more than (3) members.

VIII

The name and address of the first Board of Director, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until their successors have been elected and qualified, are as follows:

ELIA CAL RIBADEO 15711 SW 46TH STREET MIAMI, FLORIDA 33185 DIRECTOR

MANNY RIBADEO 15711 SW 46TH STREET MIAMI, FLORIDA 33185

DIRECTOR

IX

The registered agent and the registered office of this corporation is:

MANNY RIBADEO 13200 SW 128TH STREET MIAMI, FLORIDA 33175

X

The name and address of the subscribers of these Articles of Incorporation, and the number of shares of stock they agree to take, the total aggregate amount of which shall be the sum of \$1,000.00, the amount of capital with which this corporation shall begin business, is as follows:

NAME ADDRESS SHARES AMOUNT

MANNY RIBADEO, jointly with ELIA CAL RIBADEO, his wife

15711 SW 46TH ST. MIAMI, FL 33185

\$1000.00

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

ELIA CAL RIBADEO MANNY RIBADEO PRESIDENT

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such person to fill the offices of: PRESIDENT and SECRETARY and such other offices as are permitted by the By-Laws of the corporation. The officer shall serve for one year after his election or until his successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

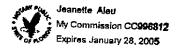
XΙ

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

MANNY RIBADEO IN WITNESS WHEREOF, / I/WE have hereunto made, and acknowledged these Articles of Incorporation. ELIA CAL RIBADEO, PRESIDENT/DIRECTOR INCORPORATOR/SECRETARY/DIRECTOR STATE OF FLORIDA) COUNTY OF DADE) The foregoing instrument was acknowledged before me this day of April, <u>2003</u>, by and who is/are personally known to me or who produced Di. ,as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

My Commission Expires:



This Instrument Prepared by: Laurence A. Wanshel, Esq. 9555 N. Kendall Drive, Suite 202 Miami, Florida 33176 Tel.(305)595-3310 ublic, State of Florida