

Division

Corporations

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To:

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

From:

Account Name : ADAM R. SCHIFFMAN, P.A.
Account Number : I20000000100
Phone : (305) 682-1328
Fax Number : (305) 682-0063

FLORIDA PROFIT CORPORATION OR P.A.

MERDARLER GARDENS, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
MERDARLER GARDENS, INC.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

MERDARLER GARDENS, INC.

The Corporation's address is:

17555 Collins Avenue, #2201
Sunny Isles Beach, Florida 33160

ARTICLE II

DURATION

The corporation shall commence its existence on February 9, 2004, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman, Esquire
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Adam R. Schiffman, Esquire
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Lawrence Rick	Neil Rick
17555 Collins Avenue, #2201	17555 Collins Avenue, #2201
Sunny Isles Beach, Florida 33160	Sunny Isles Beach, Florida 33160

ARTICLE VIII

INITIAL OFFICERS

The name, address and office of the initial Officers of the corporation are:

Lawrence Rick	Neil Rick
17555 Collins Avenue, #2201	17555 Collins Avenue, #2201
Sunny Isles Beach, Florida 33160	Sunny Isles Beach, Florida 33160
President/Treasurer	Vice President/Secretary

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of February, 2004.



ADAM R. SCHIFFMAN, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 9th day of February, 2004.



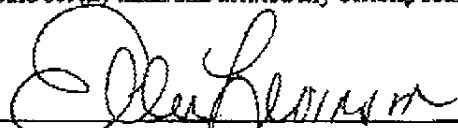
ADAM R. SCHIFFMAN, ESQUIRE

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

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BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, ESQUIRE, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of MERDARLER GARDENS, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 9th day of February, 2004.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

