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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

merit investment, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 2, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MERIT INVESTMENT, INC.
REF: W04000021204

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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5

ARTICLES OF INCORPORATION
FOR
MERIT INVESTMENT OF THE U.S.A., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is MERIT INVESTMENT OF THE U.S.A., INC.

ARTICLE II

The initial street address of the corporation's principal office is 3225 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Barry G. Segal, Esquire
Florida Bar Number: 79723
Barry G. Segal, P.A.
2801 Ocean Drive
Suite 204
Vero Beach, Florida 32963
Telephone: (772) 234-3006

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

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

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Name	Address
Glen Brovont	3225 Ocean Drive Vero Beach, Florida 32963

ARTICLE VIII

The name and address of the incorporator is:

Name	Address
Barry G. Segal	2801 Ocean Drive Suite 204 Vero Beach, Florida 32963

ARTICLE IX

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

Name	Address
Barry G. Segal	2801 Ocean Drive
	Suite 204
	Vero Beach, Florida 32963

ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT:	Glen Brovont
	3225 Ocean Drive
	Vero Beach, Florida 32963

SECRETARY/TREASURER:	Glen Brovont
	3225 Ocean Drive
	Vero Beach, Florida 32963

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IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Vero Beach, Indian River County, Florida, on this 29th day of MAY, 2004.


Barry G. Segal, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Merit Investment of the U.S.A., Inc., desiring to organize or qualify under the laws of the State of Florida has named Barry G. Segal as its registered agent to accept service of process within Florida, at: 2801 Ocean Drive, Suite 204, Vero Beach, Florida 32963.


Barry G. Segal, Incorporator

Date: 5/26/04

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Barry G. Segal, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


Barry G. Segal

Dated: 5/26/04

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TALLAHASSEE, FLORIDA

Merit Investment of the U.S.A., Inc.

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