

**FEDERAL DEPARTMENT OF STATE
DIVISION OF OPERATIONS
PHONE ACCESS SYSTEM**

ELECTRONIC MAIL COVER SHEET

NOTE: Please print this page and attach it to a cover sheet. If you have a mail number, please attach it to the bottom right of this document.

((QEH4000223558.33))

**DO NOT USE REFERENCE NUMBER IN YOUR OUTWARD INFORMATION AREA.
Using it will generate another cover sheet.**

To:

I DIAZONIC CORPORATION,

Reg. # Umbrella : (850)206-0631

From:

Account Number : 1001-HOUSE CORPORATION

Account Number : 1200000001337

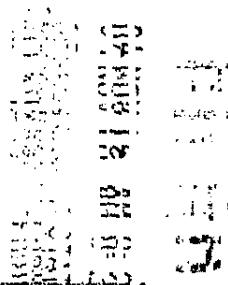
Phone : (352)732-4000

Fax: Number : (352)732-42682

RECORDED DOCUMENTATION AREA.

BERGREN SYSTEMS, INC.

Certified or Unsigned	()
Certified (Copy)	()
Page Count	160
Estimated Charge	\$200.00



Electronic Mail Address:

Completed File:

Phone Access File:

**INVESTMENT AGREEMENT
ARTICLE 6 OF THE INVESTMENT AGREEMENT
BETWEEN CORNELL, INC.**

The undersigned parties, in this Investment Agreement ("Investment Agreement"),
hereinafter referred to collectively as "Corporation," do hereby agree:

ARTICLE 6 - INVESTMENT AGREEMENT

This Corporation shall have the option to purchase common stock of the Company ("Common Stock") ("Corporation," "Company").

ARTICLE 6.1 - PURCHASE OPTION AGREEMENT

This Corporation may exercise its right to purchase common stock of the Company ("Common Stock") ("Corporation," "Company") at any time during the term of this Agreement.

ARTICLE 6.2 - PURCHASE PRICE AND PAYMENT

This Corporation may engage in any activity or business operation limited to the United States and its territories.

ARTICLE 6.3 - PURCHASE OF COMMON STOCK

(A) At this Corporation is authorized to issue 1,000 shares of \$ 0.001 par value common stock that shall be designated as "Common Stock".

(B) At the bidding of its shares to the stockholders, it shall have the right to sell, lease, exchange, or give up, or otherwise dispose of, its shares by way of options, warrants, convertible securities, or otherwise; provided, however, that the Board of Directors ("Board") may, in its discretion, limit the number of shares sold at any one time, or confer many options to right that the Board of Directors ("Board") may redeem individual or group options with its usual procedures.

(C) The Board of Directors ("Board") of this Corporation may authorize the issuance of stock options to its officers, directors, employees, and other persons, and the Board of Directors ("Board") may, in its discretion, limit the number of shares sold at any one time, or confer many options to right that the Board of Directors ("Board") may redeem individual or group options with its usual procedures.

(D) The Board of Directors ("Board") of this Corporation may, by resolution, establish and discontinue, classify, or reclassify any class or series of stock different from that issued previously, changing the preferences, powers, restrictions, limitations, qualifications, limitations, or restrictions of any corporation or its stock.

THE HOUSE OF COMMONS

ARTICLE VI INFORMATION

The Street, Address, City and State in which the principal office of the corporation is located is 650 NW 54th Street, Miami, FL 33173. The principal Director or Executive may also reside at the designated place of business or principal office and this corporation may see fit.

MIDDLE-LEVEL INFORMATION

This article describes the middle-level management of this Corporation as:

NAME	ADDRESS
The House Corporation Name of Middle Manager	106 W. Cypress Creek Rd. Telephone Number: 786-330444

ARTICLE VII AMENDMENT

This article of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, if proposed by them or if the stockholders and approved by stockholders meeting by majority of the stock entitled to vote thereon, unless all the Directors make it the stockholders' wish in this article is otherwise provided, their consent shall be obtained to amend this Article of Incorporation before it is made.

ARTICLE VIII LIMITATIONS ON CORPORATE POWERS

1. No shareholder can claim a right to receive payment from the corporation for services rendered to the corporation which have been exercised in the course of his/her employment with the corporation.
2. If my or his/her shareholder, agent or employee of this corporation is involved in rendering professional services to other entities becomes legally disqualifiable under a code of ethics without the fault of this corporation; it is prohibited from accepting compensation that is equivalent to or exceeding the law places restrictions on him/her or his/her compensation rendering professional services, but shall nevertheless accept such compensation if it is financial interest in the corporation.
3. No shareholder of this Corporation may seek a transfer in its stock in this corporation, except to a third party who is legally the shareholder of the corporation.

THE COOPERATIVE ASSOCIATION

ARTICLE I. POWERS OF CORPORATION

The Corporation shall have all the powers herein granted and all things necessary or convenient to carry out its purposes sufficient subject to necessary limitations from restrictions imposed by applicable laws of the Province of Prince Edward Island.

ARTICLE II. INDIVIDUALIZATION

The corporation shall individualize any debts now or thereafter, to the extent permitted by law.

ARTICLE III. LIQUIDATION

The corporation may file its books for examination before the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. To liquidate the corporation's assets shall, after paying or making full the debts and liabilities of the corporation, other than those of its shareholders, to the extent that such shareholders did not participate in the proportion of the number of shares held by them.

ARTICLE IV. RECORDS AND OWNERSHIP

The Corporation, to the extent permitted by law, shall keep a record of all its members showing their name or legal organization and that of the Corporation as also owners thereof, and in the process, and except as may be agreed in writing by the Corporation, if the Corporation shall fail or abandon to recognize any claim of the member to, or interest in, such share or right and the same is not disputed, whether or not the Corporation shall have cause thereof.

ARTICLE V. INITIAL REGISTERED OFFICE / AGENT FOR SERVICE OF PROCESS

To effect address of the initial registered office of the corporation is 261 Main Street, P.O. Box 3004, Charlottetown, PEI C1A 5B1. The name of the initial registrant agent for this corporation at that address is M. Fox & Sons Cooperative.

ARTICLE VI. BYLAWS

The Board of Directors of the Corporation shall have power without the assent of members of the corporation, to make and adopt the Bylaws of the Corporation, authorizing a minimum of four (4) directors equal to the majority of the number who would constitute a full Board of Directors, at the time of such adoption being necessary, to take any action for the making, alteration, amendment or repeal of the Bylaws.

MERCILEE WIEFF CORP INCORPORATION

I, **MERCILEE WIEFF**, of incorporation date **10/05/2001**, upon approval of the
Secretary of State, State of Florida.

MINIMUM QUORUM AND NUMBER OF DIRECTORS FOR CERTIFICATION
The number of Directors may not be less than four (4) and no more than six (6) in accordance
with Florida's adopted bylaws (Stockholders' Agreement) and address(es) of the Director(s)
of the initial Board of Directors is (are):

NAME:	ADDRESS:
Lorraine M. Rogers President & Secretary	566 NW 54th Street #110 Coral Gables, FL 33134

IN WITNESS WHEREOF, I have signed and sealed the original incorporation of the corporate
entity and its bylaws named for the purpose of forming an corporation in the State of Florida, under the laws of the State of Florida and make and declare these Articles of
Incorporation, it and they, containing, no lessening the rights herein contained, shall be and do
agreed to take the name of **Mercilee Corp** above mentioned and do all other things as aforesaid
and dated November 5, 2001.

Lorraine M. Rogers
President & Secretary
Mercilee Corp

**THE GOVERNORSHIP OF
THE STATE OF NEW YORK****CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to the provisions of section 800(6)(c) of the Statutes of the State of New York, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the state of New York:

1. The name of the corporation is **INQUIRIES INTERNATIONAL INC.**

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

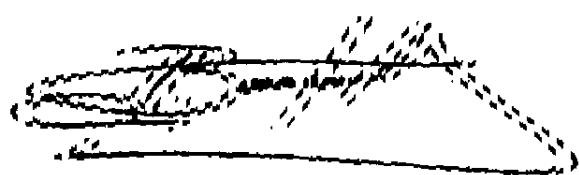
REGISTRATION INFORMATION

Approved August 1

1708 ELM Street**Austin****Command Seal # T.I. 36061**

Copy - 5 Sets - \$25

I, having been made, by a registered agent, of process, am made aware of the appointment of said registered agent and agree to accept it as such. I, further, accept all the responsibilities of said registered agent and agree to act in accordance therewith. I, further, agree to accept responsibility for the performance of my duties under the registration, with regard to the obligations of my position as registered agent.



Michael S. Sigmund, Registered Agent

1 November 2004

(Signature)

100	101	102	103	104	105	106	107	108	109
100	101	102	103	104	105	106	107	108	109
100	101	102	103	104	105	106	107	108	109
100	101	102	103	104	105	106	107	108	109
100	101	102	103	104	105	106	107	108	109

1. Registered Agent - Registered Agent NY 4-113972-0001
2. Registered Agent - Registered Agent NY 4-113972-0001
3. Registered Agent - Registered Agent NY 4-113972-0001
4. Registered Agent - Registered Agent NY 4-113972-0001
5. Registered Agent - Registered Agent NY 4-113972-0001
6. Registered Agent - Registered Agent NY 4-113972-0001
7. Registered Agent - Registered Agent NY 4-113972-0001
8. Registered Agent - Registered Agent NY 4-113972-0001
9. Registered Agent - Registered Agent NY 4-113972-0001

RECEIVED - 101-102-103-104-105-106-107-108-109

www.knowtheagent.com or www.stateofny.gov