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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

merlino real estate, inc.

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ARTICLES OF INCORPORATION

OF

Merlino Real Estate, Inc.

ARTICLE I
NAME

The name of this corporation is: Merlino Real Estate, Inc.

ARTICLE II
PRINCIPAL MAILING ADDRESS OF BUSINESS

The principal mailing address of business for this corporation is: Merlino Real Estate, Inc., 1500 San Remo Avenue, Suite 103, Coral Gables, Florida 33146.

ARTICLE III
DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations Tallahassee, Florida.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: Pablo R. Bared, Esq., Bared and Assoc., PA
1500 San Remo, #103, Coral Gables, FL. 33146
Telephone (305) 666-6010

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #103 Coral Gables, Florida 33146, and the name of the registered agent of this corporation is Bared and Associates, PA.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director: Lorenzo Locatelli
 1500 San Remo Ave, 103
 Coral Gables, FL. 33146

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Ave., Suite 103, Coral Gables, Florida 33146.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by: Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA
 1500 San Remo Ave., #103, Coral Gables FL 33146
 Telephone (305) 666-6010

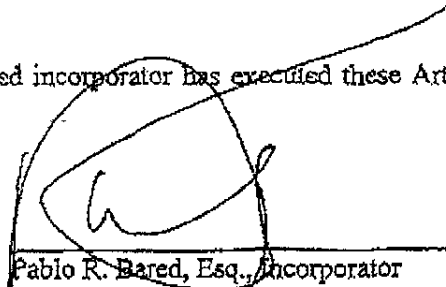
ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4th day of January 2005


Pablo R. Bared, Esq., Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 4th day of January 2005.


NOTARY PUBLIC

My commission expires:

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Avenue
Suite 103
Coral Gables, Fl. 33146
Telephone (305) 666-6010



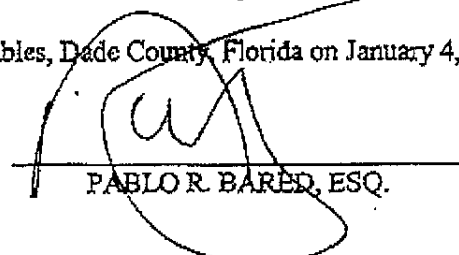
Lourdes Martinez
My Commission DD017789
Expires April 15, 2005

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ACCEPTANCE OF REGISTERED AGENT
FOR
Merlino Real Estate, Inc.

Having been named to accept service of process for Merlino Real Estate, Inc., Pursuant to Article VI of the Articles of Incorporation Bared and Associates, P.A., I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on January 4, 2005.


PABLO R. BARED, ESQ.

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Ave.
Suite 103
Coral Gables, FL 33146
Telephone (305) 666-6010

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