

Division of Corporations

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From:

Account Name : WILLIAMS SCHIFINO ANGLIONE & STEADY, P.A.  
Account Number : I20000000216  
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FLORIDA PROFIT CORPORATION OR P.A.

Makro MergerSub, Inc.

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T. Burch ARN # 0 4442

**ARTICLES OF INCORPORATION  
OF  
MAKRO MERGERSUB, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Corporation shall be:

**MAKRO MERGERSUB, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:

Williams Schifino Mangione & Steady, P.A.  
Attn: Lina Angelici, Esq.  
One Tampa City Center, Suite 2600  
Tampa, Florida 33602

**ARTICLE III  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE IV  
PERMITTED ACTIVITY**

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

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**ARTICLE V  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue shall be ONE THOUSAND (1,000) shares, all of which shares shall be common stock with a par value of \$.001 per share.

**ARTICLE VI  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for, or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation shall be located at One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the initial registered agent of the Corporation at such office shall be Lina Angelici, Esq. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-laws.

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The name and address of the initial director, who shall serve until the first annual meeting of shareholders or until his successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Kenneth A. Major	c/o Williams Schifino Mangione & Steady, P.A. One Tampa City Center, Suite 2600 Tampa, Florida 33602

#### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Lina Angelici, Esq.	One Tampa City Center, Suite 2600 Tampa, Florida 33602

#### **ARTICLE X INDEMNIFICATION**

All persons now or hereafter serving as a director, officer and/or employees of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by them in connection with or resulting from any claim, action, suit or proceeding in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer and/or employee of the Corporation, whether or not they continued to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, *except* with regard to matters as to which they shall be adjudged in any claim, action, suit or proceeding to be liable for their own gross negligence or willful misconduct in the performance of their duties. Expenses (including attorney's fees) incurred in defending any such claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such proceedings.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,  
for the uses and purposes therein stated, this 21<sup>st</sup> day of April 2005.

  
\_\_\_\_\_  
Lina Angelici, Esq. as Incorporator

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TOTAL P.06


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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT  
FOR  
MAKRO MERGERSUB, INC.**

The undersigned, Lina Angelici, Esq., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 21<sup>st</sup> day of April 2005.

By:

  
Lina Angelici, Esq.

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