

Division of Corporations

Page 1 of 1

P07000073224

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000164607 3)))



H070001646073ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : SERBER & ASSOCIATES, P.A.
Account Number : I20000000083
Phone : (305) 932-6262
Fax Number : (305) 933-9393

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUN 22 PM 12:44

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

LAS OLAS FIRST DEVELOPMENT TWO CORP.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

C.S. 6-25

HO 70001646073

ARTICLES OF INCORPORATION OF
LAS OLAS FIRST DEVELOPMENT TWO CORP.

2007 JUN 22 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation shall be:

LAS OLAS FIRST DEVELOPMENT TWO CORP.

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel J. Serber, Esq.
Serber & Associates, P.A.
Turnberry Plaza, Suite 801
2875 N.E. 191st Street
Aventura, Florida 33180

ARTICLE V

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

2875 N.E. 191st Street, 300
Aventura, Florida 33180

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

HO 70001646073

H070001646073

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

NameAddress

Die go Garfunkel

2875 N.E. 191st Street, 300
Aventura, Florida 33180

Rafael Garfunkel

2875 N.E. 191st Street, 300
Aventura, Florida 33180

Sergio Weissman

2875 N.E. 191st Street, 300
Aventura, Florida 33180

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.
INCORPORATOR


The name and post office address of the Incorporator executing these Articles of Incorporation is:

IncorporatorAddress

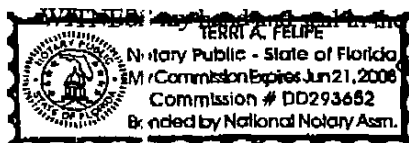
Daniel J. Serber, Esq.

Turnberry Plaza, Suite 801
2875 N.E. 191st Street
Aventura, Florida 33180


THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Daniel J. Serber, Esq.STATE OF FLORIDA :
: SS
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, appeared, DANIEL J. SERBER, ESQ. who is personally known to me or who has produced _____ as identification, and acknowledged that she executed said Articles of Incorporation, and who did take an oath.


NOTARY PUBLIC, State of Florida
Print Name: Terri A. Felipe
My Commission Expires: _____

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Daniel J. Serber, Esq., Registered Agent

H070001646073

FILED

2007 JUN 22 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO 7000073230

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000164609 3)))



H070001646093ABCJ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : SERBER & ASSOCIATES, P.A.
Account Number : I200000000083
Phone : (305) 932-6262
Fax Number : (305) 933-9393

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUN 22 PM 12:48

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

LAS OLAS FIRST DEVELOPMENT THREE CORP.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

COF. 6-25

Ho 70001646093

ARTICLES OF INCORPORATION OF
LAS OLAS FIRST DEVELOPMENT THREE CORP.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

LAS OLAS FIRST DEVELOPMENT THREE CORP.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel J. Serber, Esq.
Serber & Associates, P.A.
Turnberry Plaza, Suite 801
2875 N.E. 191st Street
Aventura, Florida 33180

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

2875 N.E. 191st Street, 300
Aventura, Florida 33180

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

Ho 70001646093

FILED
2007 JUN 22 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H070001646093

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Edgardo Piscicelli	2875 N.E. 191 st Street, 300 Aventura, Florida 33180
Marcos Karner	2875 N.E. 191 st Street, 300 Aventura, Florida 33180

FILED
2007 JUN 22 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Daniel J. Serber, Esq.	Turnberry Plaza, Suite 801 2875 N.E. 191 st Street Aventura, Florida 33180

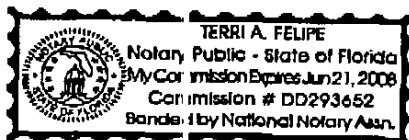
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


 Daniel J. Serber, Esq.

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

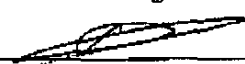
BEFORE ME, the undersigned authority, appeared, DANIEL J. SERBER, ESQ. who is personally known to me or who has produced _____ as identification, and acknowledged that she executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 22 day of June, 2007.



 NOTARY PUBLIC, State of Florida
 Print Name: Terri A. Felipe
 My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


 Daniel J. Serber, Esq., Registered Agent

H070001646093

Division of Corporations

Page 1 of 1

P07000073233

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000164619 3)))



H070001646193ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : SERBER & ASSOCIATES, P.A.
Account Number : I20000000083
Phone : (305) 932-6262
Fax Number : (305) 933-9393

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUN 22 PM 12:55

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION**LAS OLAS FIRST DEVELOPMENT FOUR CORP.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

C.F. 6-25

H070001644193

ARTICLES OF INCORPORATION OF

LAS OLAS FIRST DEVELOPMENT FOUR CORP.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

LAS OLAS FIRST DEVELOPMENT FOUR CORP.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel J. Serber, Esq.
Serber & Associates, P.A.
Turnberry Plaza, Suite 801
2875 N.E. 191st Street
Aventura, Florida 33180

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

2875 N.E. 191st Street, 300
Aventura, Florida 33180

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

H070001644193

FILED
2001 JUN 22 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000/646/93

ARTICLE VII
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

NameAddress

Jorge Braver

2875 N.E. 191st Street, 300
Aventura, Florida 33180

Horacio Simone

2875 N.E. 191st Street, 300
Aventura, Florida 331802001 JUN 22 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII
INCORPORATOR


The name and post office address of the Incorporator executing these Articles of Incorporation is:

IncorporatorAddress

Daniel J. Serber, Esq.

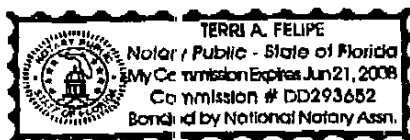
Turnberry Plaza, Suite 801
2875 N.E. 191st Street
Aventura, Florida 33180

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Daniel J. Serber, Esq.STATE OF FLORIDA :
: SS
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, appeared, DANIEL J. SERBER, ESQ. who is personally known to me or who has produced _____ as identification, and acknowledged that she executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 22 day of June, 2007.


NOTARY PUBLIC, State of Florida
Print Name: Terri A. Felipe
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Daniel J. Serber, Esq., Registered Agent

H07000/646/93

PD7000073180

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700104330797

06/22/07--01043--010 **128.75

FILED

2007 JUN 22 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

07 JUN 22 PM 2:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C.S. 6-25

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET

P.O. BOX 391 (ZIP 32302)

TALLAHASSEE, FLORIDA 32301

(850) 224-9115 FAX (850) 222-7560

Writer's Direct Line: (850) 425-5457

June 22, 2007

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Desloge Investments, Inc., a Delaware corporation**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Certificate of Domestication (and Articles of Incorporation with Designation of Registered Agent) for the above-referenced corporation. Also enclosed is our check in the amount of:

☒ \$128.75

Certificate of Domestication (\$50);
Articles of Incorporation (\$78.75)

☐ \$137.50

Certificate of Domestication (\$50);
Articles of Incorporation (\$78.75);
Certificate of Status (\$8.75)

I would appreciate your calling me at 425-5457 when the certified copy is ready; and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters
Paralegal

/dmw

Enclosures

h:\tax\rap\deslogefam\pltr\fi sos ltr 20070622 domest.doc
001286.10266

**CERTIFICATE OF DOMESTICATION OF
DESLOGE INVESTMENTS, INC.
A FOR-PROFIT CORPORATION**

FILED

2007 JUN 22 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer, desiring to domesticate a foreign corporation pursuant to the Florida Business Corporation Act as set forth in Section 607.1801, Florida Statutes, does hereby certify the following:

1. **DESLOGE INVESTMENTS, INC.** (the **Corporation**), a for-profit corporation, was formed on December 13, 1996, in the State of Delaware.
2. The name of the Corporation immediately prior to filing this Certificate of Domestication was **DESLOGE INVESTMENTS, INC.**
3. The name of the Corporation as set forth in its Articles of Incorporation, to be filed with this certificate and pursuant to Sections 607.0202 and 607.0401, Florida Statutes, is **DESLOGE INVESTMENTS, INC.**
4. The principal place of business of the Corporation immediately prior to filing this Certificate of Domestication was:

4031 Kennett Pike, #81
Greenville, Delaware 19807

5. Attached are Articles of Incorporation to complete the domestication requirements pursuant to Section 607.1801, F.S.

Execution of this Certificate of Domestication by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Domestication has been executed by the undersigned as officer of **DESLOGE INVESTMENTS, INC.**, this 21st day of June, 2007.

DESLOGE INVESTMENTS, INC.

By: 

Martin B. Sipple, President

**ARTICLES OF INCORPORATION
OF
DESLOGE INVESTMENTS, INC.**

FILED

2007 JUN 22 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**Article 1.
Name and Principal Office**

The name of this Corporation shall be **Desloge Investments, Inc.** The principal place of business and mailing address of this Corporation shall be c/o Martin B. Sipple, President, 227 South Calhoun Street, Tallahassee, Florida 32301-1805.

**Article 2.
Nature of Business**

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

**Article 3.
Stock**

The authorized capital stock of this Corporation shall consist of one thousand (1,000) shares of voting common stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article 4.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article 5.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Martin B. Sipple
227 South Calhoun Street
Tallahassee, Florida 32301-1805

**Article 6.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article 7.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301-1805. The name of the initial Registered Agent of the Corporation at the above address shall be **Martin B. Sipple**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article 8.
Number of Directors**

This Corporation shall have at least one (1) Director. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the Shareholders.

**Article 9.
Initial Board of Directors**

The initial Board of Directors shall consist of at least one (1) person. The name and street address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

Martin B. Sipple
227 South Calhoun Street
Tallahassee, Florida 32301-1805

**Article 10.
Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Martin B. Sipple
Vice President	Bryan Desloge
Secretary	Martin B. Sipple
Treasurer	Martin B. Sipple

**Article 11.
Transactions In Which Directors
Or Officers Are Interested**

11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee that authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

- A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
- B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

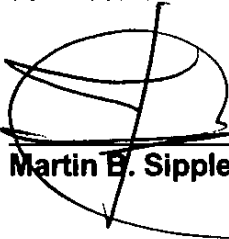
Article 12.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

Article 13.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 21st day of June, 2007.



Martin B. Sipple, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

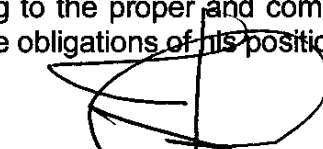
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

DESLOGE INVESTMENTS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301-1805, as its initial registered office and has named **Martin B. Sipple**, located at said address, as its initial Registered Agent.



Martin B. Sipple, Incorporator
Date: June 21, 2007

Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Martin B. Sipple
Registered Agent
Date: June 21, 2007

FILED
2007 JUN 22 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P07000073163

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

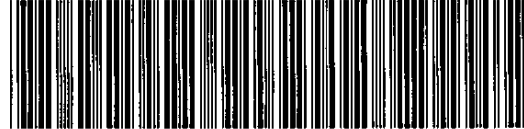
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300103797893

06/22/07--01038--025 **78.75

FILED

2007 JUN 22 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2007 JUN 22 PM 2:16

TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Cd. 6-25

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MerchaTech, Inc.

Signature _____

Requested by: *WL*

Name

Date *6/22*

Time *4:30*

Walk-In

Will Pick Up

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

Courier

FILED

2007 JUN 22 AM 10:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

MerchaTech, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **MerchaTech, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **5101 N.W. 70 Avenue, Ocala, Florida 34482**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of (\$.001) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Capital Connection, Inc., 417 E. Virginia Street, Tallahassee, Florida 32301.**

ARTICLE V: OFFICERS & DIRECTORS

The name and address of the initial Officers and Directors of the corporation are:

Cary Masi, President, 5101 N.W. 70 Avenue, Ocala, Florida 34482

Mildred Aldred, Secretary, 5101 N.W. 70 Avenue, Ocala, Florida 34482

ARTICLE VI: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia Street, Tallahassee, Florida 32301.

The undersigned has executed these Articles of Incorporation this 22nd day of June 2007.

"Your Capital Connection, Inc. by, Weimar Lopez, Client Representative"



FILED

2007 JUN 22 AM 10:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

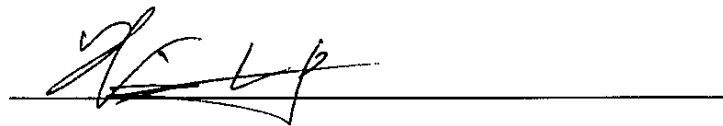
CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **MerchaTech, Inc.**
2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia Street, Tallahassee, Florida 32301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

"Capital Connection, Inc. by, Weimar Lopez, Client Representative"

A handwritten signature in black ink, appearing to read 'Weimar Lopez', is written over a horizontal line.