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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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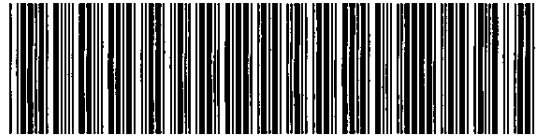
(Business Entity Name)

(Document Number)

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2008 FEB 27 A 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WC

**Philip E. Goss, Jr., Esq.**  
**Attorney at Law**

P.O. Box 467995.  
Atlanta, GA 31146

770-454-9157 Office  
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February 22, 2008

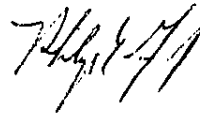
Wanda Cunningham  
Regulatory Specialist  
New Filing section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: MERC Family Enterprises, Inc.

Dear Ms. Cunningham

As we discussed, enclosed please find the original and one copy of the articles of incorporation with the additional name wording. Thank you.

Very truly yours,



Philip E. Goss, Jr.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 15, 2008

PHILIP E. GOSS, JR.  
P. O. BOX 467995  
ATLANTA, GA 31146

SUBJECT: MERC, INC.  
Ref. Number: W08000008231

We have received your document for MERC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham  
Regulatory Specialist II  
New Filing Section

Letter Number: 508A00010008

**ARTICLES OF INCORPORATION**

**OF**  
**MERC, Inc.**

*FAMILY ENTERPRISES*

**FILED**  
2008 FEB 27 A 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name and address of the corporation shall be:

**MERC, Inc.**  
**8535 SW 208<sup>th</sup> Lane**  
**Cutler Bay, Florida 33189**

*FAMILY ENTERPRISES*

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation is to exist perpetually, commencing ten (10) days following the date of execution and acknowledgment of these Articles of Incorporation as set forth below.

#### ARTICLE V

##### REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

**Axel L. Mercado  
8535 SW 208<sup>th</sup> Lane  
Cutler Bay, Florida 33189**

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

#### ARTICLE VII

##### DIRECTORS

This Corporation shall have two (2) Directors, initially. The

number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial members of the Board of Directors is:

**Axel L. Mercado  
8535 SW 208<sup>th</sup> Lane  
Cutler Bay, Florida 33189**

**Jesus L. Mercado  
8535 SW 208<sup>th</sup> Lane  
Cutler Bay, Florida 33189**

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX

#### INCORPORATOR

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

**Axel L. Mercado  
8535 SW 208<sup>th</sup> Lane  
Cutler Bay, Florida 33189**

#### ARTICLE X

#### CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 8<sup>th</sup> day of February, 2008.



Axel L. Mercado

**STATE OF FLORIDA**

**COUNTY OF MIAMI-DADE**

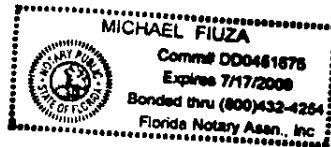
**BEFORE ME**, a Notary Public, personally appeared Axel L. Mercado, by me known to be the person described as Incorporator or who has produced FDL# 14623-012-65-132-0 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before

me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 8<sup>th</sup> day of  
February, 2008.

My Commission Expires: July 17<sup>th</sup>, 2009.

Michael Fiuzza  
NOTARY PUBLIC





**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
2008 FEB 27 A 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That MERC <sup>FAMILY ENTERPRISES</sup> Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Axel L. Mercado, 8535 SW 208<sup>th</sup> Lane, Cutler Bay, Florida, 33189 County of Miami-Dade, State of Florida, as it's agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

  
Axel L. Mercado