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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MERC-COMEX COMPANY

FAX AUDIT NUMBER: H95000000511

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General

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January 17, 1995

EMPIRE CORPORATE KIT COMPANY  
1491 W FLAGLER ST STE 200  
MIAMI, FL 33135

SUBJECT: MERC-COMEX COMPANY  
REF: W95000001117

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE ADD THE FLORIDA BAR NUMBER OF THE ATTORNEY ON THE PREPARERS' STATEMENT.

Do you like this letter? Y/N

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

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Terri Buckley  
Corporate Specialist

FAX Aud. #: H95000000511  
Letter Number: 095A00001793

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida  
32314

PLEASE ADD THE FLORIDA BAR NUMBER OF THE ATTORNEY ON THE PREPARERS' STATEMENT.

ARTICLES OF INCORPORATION  
OF

MERC-COMEX COMPANY

ARTICLE I

NAME

The name of the Corporation is MERC-COMEX COMPANY.

ARTICLE II

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 Department of State.

ARTICLE III

PERMITTED ACTIVITY

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

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Stephen A. Freeman, Esq.  
Freeman Newman & Butterman  
520 Brickell Key Drive  
Suite O-305  
Miami, Florida 33131  
(305) 374-3800  
F1 601 114862

SECRETARY  
TALLMAGE

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#### ARTICLE V

##### PRESUMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any presumptive 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 VI

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Stephen A. Freeman at 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

#### ARTICLE VII

##### DIRECTORS

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

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

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**NAMES**  
ANTONIO CARLOS ROCHA

**ADDRESSES**  
520 Brickell Key Drive  
Suite 0-305  
Miami, FL 33131

**ARTICLE VIII****INCORPORATOR**

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.


**ARTICLE IX****INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee 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 him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues 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 any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

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IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 11 day of January, 1995.

  
Stephen A. Freeman

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation was acknowledged  
before me this \_\_\_\_\_ day of January, 1995, by STEPHEN A. FREEMAN  
who is personally known to me and who did not take an oath. He  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set forth  
therein.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large  
NOTARY:

My Commission Expires:

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is: MERC-COMEX COMPANY.
2. The name and address of the Registered agent and office is: Stephen A. Freeman, Freeman Newman & Buttermen, 520 Brickell Key Drive, Suite 0-305, Miami, FL 33131.

Signature: 

Title:

Registered Agent and Incorporator

Date:

January 11, 1995

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 

Date:

January 11, 1995

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FILED  
55 JAN 17 PM 1995  
SECRETARY OF  
STATE