

P95000035295

S 1 5 PM PUBLIC ACCESS SYSTEM  
(((H9500004861))) ELECTRONIC FILING COVER SHEET  
TO DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 301-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3894  
FAX: (305) 541-3770  
(((H95000004861))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: T & J TRADING COMPANY  
FAX AUDIT NUMBER: H95000004861 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/01/1996 TIME REQUESTED: 13:50:21  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 9 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003256

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000004861)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>: M  
Help F1 Option Menu F2

NUM CAPS Connect: 00:17:

*Handwritten:* 4/9/95-9/9/95  
5/5  
N1123M  
5/5/95

10817 6-28-95



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 2, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: T & J TRADING COMPANY, INC.  
REF: W95000009191

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

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: E95000004861  
Letter Number: 995A00020920



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 2, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SPORTS TRADING COMPANY  
REF: W95000009191

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

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000004861  
Letter Number: 095A00021083

HA5000004861

HA5000004861

**ARTICLES OF INCORPORATION**

**OF**

**MERLIN TRADING COMPANY**

**Prepared by:**

**Neal S. Utman, Esq. (FL Bar #151834)  
2000 S. Dixie Highway, Suite 200  
Miami, Florida 33133  
(305) 864-3830**

1984000004861

4495000004861

**INDEX:**

<b><u>ARTICLE I</u></b>	
NAME	1
<b><u>ARTICLE II</u></b>	
DURATION	1
<b><u>ARTICLE III</u></b>	
INCORPORATION	1
<b><u>ARTICLE IV</u></b>	
PURPOSE	1
<b><u>ARTICLE V</u></b>	
AUTHORIZED SHARES	1
<b><u>ARTICLE VI</u></b>	
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES	1
<b><u>ARTICLE VII</u></b>	
REGISTERED OFFICE AND AGENT	3
<b><u>ARTICLE VIII</u></b>	
INITIAL BOARD OF DIRECTOR(S)	3
<b><u>ARTICLE IX</u></b>	
INCORPORATOR	3
<b><u>ARTICLE X</u></b>	
MAILING ADDRESS	3

HA5000004861

**ARTICLES OF INCORPORATION**

**OF**

**MERLIN TRADING COMPANY**

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

**ARTICLE I**

**NAME**

The name of this corporation is MERLIN TRADING COMPANY

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III**

**INCORPORATION**

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE IV**

**PURPOSES**

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V**

**AUTHORIZED SHARES**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock each having a par value of \$.01 per share.

FILED  
53 MAY -5 1961  
TALLAHASSEE, FLA.

HA5000004861

H9500004861

**AUTHORIZED SHARES**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock each having a par value of \$.01 per share.

**ARTICLE VI****INDEMNIFICATION OF DIRECTORS,  
OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

H9500004861

**Section 3. Liability Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

**Section 4. No Rights of Subrogation.** Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

#### **ARTICLE VI**

##### **REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this corporation in the State of Florida is 2000 South Dixie Highway, Suite 200, Miami, Florida 33133.

The name of the initial registered agent at such address is NEAL S. LITMAN, ESQ.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTOR(S)**

The initial Board of Directors shall consist of one (1) member(s).

The initial Director(s) and their address(es) are/is:

##### **NAME**

Ronald Tannenbaum

##### **ADDRESS**

c/o Neal S. Litman, P.A.  
2000 S. Dixie Highway, Suite 200  
Miami, Florida 33133

H9500004861

H9500004861



H95000004861

**ARTICLE IX  
INCORPORATOR**

The name and street address of the incorporator is:

**NAME**

Neal S. Litman

**ADDRESS**

2000 South Dixie Highway  
Suite 200  
Miami, Florida 33133

**ARTICLE X  
MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

2000 S. Dixie Highway, Suite 200  
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 15<sup>th</sup> day of May, 1995.



NEAL S. LITMAN  
Incorporator

H95000004861

Date 5/1/95