

P95000044981

LN-17 1996 01:19 PM EMI... 1904... P.01
S 2 35 4

PUBLIC ACCESS SYSTEM
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 33135-02-33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MERLOT ENTERPRISES, INC.
FAX AUDIT NUMBER: H95000006491 CURRENT STATUS: REQUESTED
DATE REQUESTED: 00/09/1996 TIME REQUESTED: 12:35:23
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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.

((H95000006491))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:38:(

7/6/12

P95-441981

FILED
JUL 12 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

60:11...

⑤

**ARTICLES OF INCORPORATION
OF**

MERLOT ENTERPRISES, INC.

ARTICLE I

NAME

The name of the Corporation is MERLOT ENTERPRISES, INC.

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 One Thousand (1,000) shares of voting common stock with \$1.00 per value share.

PREPARED BY:

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

FILED

65 JUN 12 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000006491

H95000006491

H95000006491

ARTICLE V

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 VI

REGISTERED OFFICE AND AGENT

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

H95000006491

NAMES

INNA MALTSEVA

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.

H9500006491

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of June, 1995.



 Stephen A. Freeman

STATE OF FLORIDA)
 :SS.
 COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 9 day of June, 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.



KATHLEEN DELANEY
 My Commission Expires
 August 24, 1998
 Renewed by 1995
 000-000-0000



 NOTARY PUBLIC, State of Florida at Large
 NOTARY:

My Commission Expires:

H9500006491

**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: MERLOT ENTERPRISES, INC.
2. The name and address of the Registered agent and office
is: Stephen A. Freeman, Freeman Newman & Bulterman, 520 Brickell Key
Drive, Suite 0-305, Miami, FL 33131.

Signature: 

Title: Registered Agent and Incorporator

Date: June 9, 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: June 9, 1995

FILED
55 JUN 12 PM 1:52
CORPORATION STATE
TALLAHASSEE, FLORIDA

H9500006491

H9500006491