

195000055355

DAVID W. LANGLEY, P.A.
ATTORNEY AT LAW
ONE EAST BROWARD BOULEVARD
SUITE 700
FORT LAUDERDALE, FLORIDA 33301

David W. Langley
QUALIFIED IN BANKRUPTCY &
CORPORATION AND BUSINESS LAW
UNDER THE FLORIDA IAR DESIGNATION PLAN

Telephone (305) 356-0450
Telefax (305) 356-0406

EFFECTIVE DATE

July 14, 1995

JUL 14 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900001538759
-07/17/95--01030--014
****122.50 ****122.50

Re: MERGOR, INC.


Dear Department:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Please date-stamp, certify and return the copy in the enclosed envelope. Please note that an effective date of July 14, 1995, is specified in the Articles pursuant to §607.0203, Fla. Stat.

Also enclosed is a check in the amount of \$122.50, representing the fee for filing the Articles and the fee for obtaining a certified copy.

Thank you for your assistance in this matter.

Sincerely,


DAVID W. LANGLEY

DWL:sc
Enc.

cc: Elena Rodriguez

JUL 18 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 17 AM 11:43

FILED

ARTICLES OF INCORPORATION

OF

MERGOR, INC.

ARTICLE I

The name of this corporation is MERGOR, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
500	One Dollar Par Value	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall commence its existence on July 14, 1995 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation and the business and mailing address of the Corporation shall be at 936 S.W. 67th Avenue, Miami, Florida, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Maria E. Rodriguez.

FILED
95 JUL 17 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JUL 14 1995

ARTICLE VI

This Corporation shall have one to five directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the director of the Corporation, who shall hold office for the first year or until her successors are duly elected and qualified shall be:

Maria E. Rodriguez
936 S.W. 67th Avenue
Miami, Florida

ARTICLE VIII

The name and address of the Incorporators are:

Maria E. Rodriguez
936 S.W. 67th Avenue
Miami, Florida

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X


This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and hereunto set our hands and seals this 14th day of July, 1995.

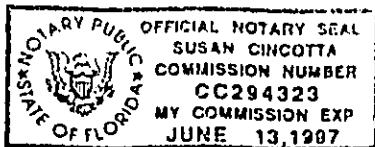

Maria E. Rodriguez, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Maria E. Rodriguez, who is personally known to me or who has produced a Florida driver's license as identification and who did take oath, July 14th, 1995.


NOTARY PUBLIC, STATE OF FLORIDA
Print: SUSAN CINCOTTA

My Commission Expires:



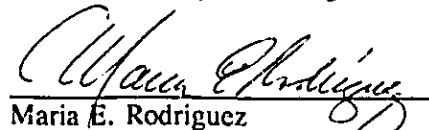
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, 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 MERGOR, INC.
2. The name of the registered agent is Maria E. Rodriguez.
3. The address of the registered agent/registered office is:
936 S.W. 67th Avenue, Miami, Florida.

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above Corporation, 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 am familiar with and accept the obligations of my position as Registered Agent.


Maria E. Rodriguez

Date: 7/14/95

FILED
95 JUL 17 AM 11:43
TALLAHASSEE, FLORIDA