

995000067066

METTLER & MATWICZYK

140 ROYAL PALM WAY - SUITE 200

P. O. BOX 1186

PALM BEACH, FLORIDA 33460

TELEPHONE (407) 832-7600

FAX (407) 832-0805

PETER W. METTLER
PETER MATWICZYK
MARIA TERESA DI PASQUALE
BENJAMIN P. BROWN

August 24, 1995

CS REC 23 PM 9:24
SECRET
TALLAHASSEE, FLORIDA

Secretary of State
Attn: Corporate Records Division
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200001571852
-08/29/95--01049--0002
****122.50 ****122.50

Re: Merko Associates, Inc.

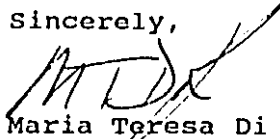
Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above referenced corporation together with our law firm's check in the amount of \$122.50 to cover the costs of filing.

Please acknowledge receipt by date stamping and returning the enclosed copy of this letter in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,


Maria Teresa Di Pasquale

MTD/lak
Enclosures

8/24/95
18

ARTICLES OF INCORPORATION
OF

MERKO ASSOCIATES, INC.

The undersigned hereby adopt(s) the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is Merko Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation and mailing address shall be 10079 45 Way South, Boynton Beach, Florida 33436.

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - STATED CAPITAL

The corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares

may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VI - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified shall be:

<u>Name</u>	<u>Address</u>
Robert Moynihan	10079 45 Way South Boynton Beach, FL 33436
Katherine Moynihan	10079 45 Way South Boynton Beach, FL 33436

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The board of directors or the shareholders may adopt, alter, amend or repeal bylaws, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE X - INCORPORATOR(S)

The name and address of the Incorporator to these articles of incorporation is:

Robert Moynihan
10079 45 Way South
Boynton Beach, FL 33436

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 10079 45 Way South, Boynton Beach, Florida, 33436 and the name of the initial registered agent of the corporation at that address is Robert Moynihan, 10079 45 Way South, Boynton Beach, Florida 33436.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 24 day of August, 1995.

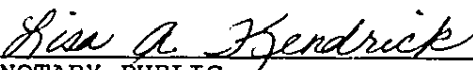


ROBERT MOYNIHAN

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of August, 1995 by ROBERT MOYNIHAN, who is personally known to me or who has produced NEW YORK DRIVER'S LICENSE 691-211-339 as identification.

(NOTARY SEAL)



NOTARY PUBLIC

MY COMMISSION NO.: _____
MY COMMISSION EXPIRES: _____

CERTIFICATE FOR
MERKO ASSOCIATES, INC.
DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
____NAMING AGENT UPON WHICH PROCESS MAY BE SERVED____

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Merko Associates, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Robert Moynihan located at 10079 45 Way, Boynton Beach, Florida 33436 as its registered agent to accept service of process within the State of Florida.

SIGNATURE 
(Corporate Officer)

TITLE: President

DATE: 8/24/95

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE 
ROBERT MOYNIHAN
(Registered Agent)

DATE: 8/24/95