

P 9500067913

JOHN L. KORTHALS
Attorney at Law

1401 East Atlantic Blvd.
Ft. Pierce Beach, FL 34966

800 223 1711

(305) 783-2999
FAX (305) 783-9832

August 28, 1995

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

100001573041
-08/30/95--01002--009
****122.50 ****122.50

Re: MIRON MANAGEMENT CORPORATION


Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for MIRON MANAGEMENT CORPORATION, together with our Check No. 2249 in the amount of \$122.50, to cover the cost of the following:

Filing Fee	\$ 35.00
Certified Copy	52. 0
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,



JOHN L. KORTHALS

JLK/blj
Enclosures

SEP - 1 1995

ARTICLES OF INCORPORATION
OF
MIRON MANAGEMENT CORPORATION

93 MAY 29 PM 2 00

Article 1 - Name

The name of this corporation is MIRON MANAGEMENT CORPORATION.

Article 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 19400 West Dixie Highway, North Miami Beach, Florida 33180. The initial Registered Agent of this corporation is JOHN L. KORTHALS, ESQUIRE, whose street address is 1401 East Atlantic Boulevard, Pompano Beach, Florida 33060.

Article 6 - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two. The name and address of the initial directors of this corporation are:

STEPHEN E. MIRON

Khakum Wood Road
Greenwich, CT

JULIE MIRON

19400 West Dixie Highway
North Miami Beach, FL 33180

Article 7 - Incorporator

The name and address of the person signing these articles is:

STEPHEN E. MIRON

Khakum Wood Road
Greenwich, CT

Article 8 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

Article 9 - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article 10 - Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

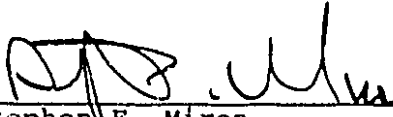
Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

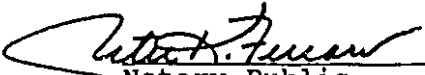
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of August, 1995.


Stephen E. Miron

STATE OF NEW YORK)
)
COUNTY OF Ulster)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared STEPHEN E. MIRON, known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 10th day of August, 1995.


Notary Public

My Commission Expires:

PETER K. FERRARO

Notary Public, State of New York

Residing in Ulster County

Reg. #4877458

Commission Expires 2/4/97

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

95 AUG 29 PM 1:10

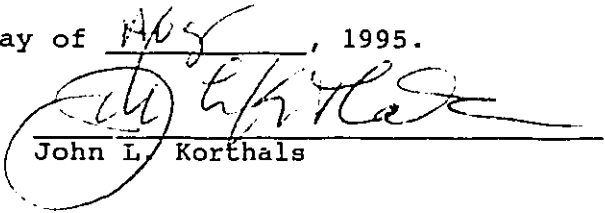
The following is submitted pursuant to Chapters 48.091(1)
and 607.034 of the Florida Statutes:

MIRON MANAGEMENT CORPORATION, desiring to organize under
the laws of the State of Florida, being in the County of Broward,
at 1401 East Atlantic Boulevard, Pompano Beach, Florida 33060, has
named JOHN L. KORTHALS, ESQUIRE located at that same address, as
its initial registered agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the corporation open from 10:00
A.M. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the
corporation and the name of its registered agent.

DATED this 28 day of Aug, 1995.


John L. Korthals

P95000067913

ARTICLES OF MERGER
Merger Sheet

MERGING:

DUTTON BROKERAGE CORP., a Florida corporation, document number
J72959

BEL-AIRE DEVELOPMENT CORP., a Florida corporation, document number
S22697

INTO

MIRON MANAGEMENT CORPORATION, a Florida corporation,
P95000067913

File date: December 31, 1996

Corporate Specialist: Karen Gibson

CONTACT

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Dutton Brokerage Corp. (Corporation Name) (Document #)
2 _____ (Corporation Name) (Document #)
3 _____ (Corporation Name) (Document #)
4 Must have file date of (Corporation Name) (Document #)

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials

RECEIVED
DEC 31 AM 3:17
OFFICE OF
TALLAHASSEE
SECRETARY OF
STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL 32301

SUBJECT: MIRON MANAGEMENT CORPORATION
Ref. Number: P95000067913

We have received your document for MIRON MANAGEMENT CORPORATION and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00000143

CORRECTED 1.6.97

Please backdate to 12.31.96,
date of receipt.

ARTICLES OF MERGER
OF
DUTTON BROKERAGE CORP.
AND
MIRON MANAGEMENT CORPORATION
AND
BEL-AIRE DEVELOPMENT CORP.

96 DEC 31 PM 3:45
RECEIVED
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named to hereby adopt the following articles of merger.

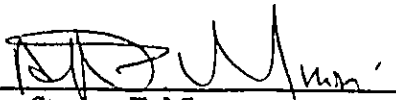
FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Dutton Brokerage Corp., and Bel-Aire Development Corp. (the "Merged Constituent Corporations") with and into Miron Management Corporation as approved and adopted by written consent of the shareholders of each of the Merged Constituent Corporations entitled to vote thereon given on December 27th, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Miron Management Corporation entitled to vote thereon given on December 27, 1996 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

SECOND: Miron Management Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

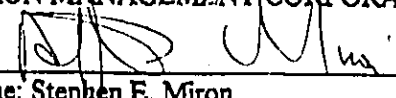
THIRD: The effective date of the merger shall be December 31, 1996.

Executed on this 30th day of December, 1996.

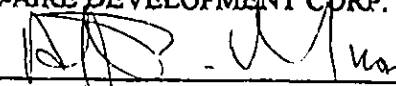
DUTTON BROKERAGE CORP.

By: 
Name: Stephen E. Miron
Title: President

MIRON MANAGEMENT CORPORATION

By: 
Name: Stephen E. Miron
Title: President

BEL-AIRE DEVELOPMENT CORP.

By: 
Name: Stephen E. Miron
Title: President

PLAN OF MERGER
OF
DUTTON BROKERAGE CORP.
AND
BEL-AIRE DEVELOPMENT CORP.
AND
MIRON MANAGEMENT CORPORATION
INTO
MIRON MANAGEMENT CORPORATION

PLAN OF MERGER entered into this 27th day of December, 1996, by DUTTON BROKERAGE CORP., a Florida corporation ("Dutton"), BEL-AIRE DEVELOPMENT CORP., a Florida corporation ("Bel-Aire") and MIRON MANAGEMENT CORPORATION, a Florida corporation ("Management"), approved by resolution adopted by the Board of Directors and Shareholders of Dutton, Bel-Aire and Management on the date hereof.

W I T N E S S E T H :

WHEREAS, the Boards of Directors and Shareholders of each of the constituent corporations deem it advisable and to the advantage, welfare and best interest of the corporations and their shareholders to merge Dutton and Bel-Aire with and into Management pursuant to the provisions of the Florida Business

Corporation Act, in order to reduce administrative, accounting and legal expenses.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereto hereby agree as follows:

1. Dutton, Bel-Aire and Management shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Management, which shall be the surviving corporation from and after the effective date of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under the name "Miron Management Corporation" pursuant to the provisions of the Florida Business Corporation Act. The separate existence of each of Dutton and Bel-Aire, which are sometimes hereinafter referred to as the "Terminating Corporations", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the Surviving Corporation as of the effective time and date of the merger shall continue to be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended or changed as permitted by the provisions of the Florida Business Corporation Act.

3. The By-Laws of the Surviving Corporation upon the effective date of the merger shall be the By-Laws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

5. Each issued share of Dutton shall, at the effective time of the merger and without any action on the part of the holder thereof, be surrendered and canceled. Each issued share of Bel-Aire shall, at the effective time of the merger and without any action on the part of the holder thereof, be converted into 4.4915 shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving Corporation.

6. In the event this Plan of Merger shall have been fully approved and adopted on behalf of the Surviving Corporation

and the Terminating Corporations in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they shall cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, to effectuate the merger herein provided for.

7. The Boards of Directors and the proper officers of the Terminating Corporations and of the Surviving Corporation are hereby authorized, empowered and directed to any and all acts and things and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. The effective date of the merger shall be December 31, 1996.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each of the constituent corporations as of the date and year first above written.

DUTTON BROKERAGE CORP.

Name: Don Allen
Office: Secretary

By: _____
Name: Stephen E. Miron
Office: President

EXECUTION CONTINUED ON FOLLOWING PAGE

BEL-AIRE DEVELOPMENT CORP.

Name: Julie Miron
Office: Secretary

By: _____
Name: Stephen E. Miron
Office: President

MIRON MANAGEMENT
CORPORATION

Name: Julie Miron
Office: Secretary

By: _____
Name: Stephen E. Miron
Office: President