

P96000033154

JOHN T. CHRISTIANSEN
JAY R. JACKNIN
NEIL H. JAGOLINZEN
ERIC ADH

CHRISTIANSEN & JACKNIN, LAWYERS
SUITE 1010 - NATIONAL BANK TOWER
1855 PALM BEACH LAKES BOULEVARD
POST OFFICE BOX 3340
WEST PALM BEACH, FLORIDA 33402
TELEPHONE (407) 858-1888
FACSIMILE (407) 858-0888

TELEPHONE (854) 482-3782
(854) 480-0188

April 5, 1996

Division of Corporations
New Filings
P.O. Box 6327
Tallahassee, FL 32314

500001777365
-04/11/96--0111--006
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the original articles of incorporation for Mergeo, Inc. as well as this firm's check in the amount of \$122.50 for the filing fee.

Sincerely,

Jay R. Jacknin, Jr.
Jay R. Jacknin

JRJ/jas
enclosures: as stated

Signed in The Absence Of
Jay R. Jacknin
To Avoid Delay in Mailing

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CS APR 11 AM 8:25

FILED

GR 4/17/96

ARTICLES OF INCORPORATION
OF
MERGEO, INC.

96 APR 11 AM 8:25

The undersigned, acting as incorporator of MERGEO, INC., ("the Corporation") under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is MERGEO, INC.

ARTICLE II

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The Corporation is organized for the purpose of transacting any and all lawful business in the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS AND INITIAL REGISTERED
OFFICE AND AGENT

The street address of the principal place of business and the initial registered office of the Corporation is 1555 Palm Beach Lakes Blvd., Suite 1010, West Palm Beach, FL 33401; and the name of the initial registered agent at such address is JAY R. JACKNIN.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have 1 director initially. The number of the directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the Corporation is:

GEORGE IBRAHIM
C/O JAY R. JACKNIN
1555 PALM BEACH LAKES BLVD.
SUITE 1010
WEST PALM BEACH, FL 33401
CHRISTIANSEN & JACKNIN, LAWYERS

ARTICLE VII

INCORPORATOR

The name and address of the initial incorporator is as follows:

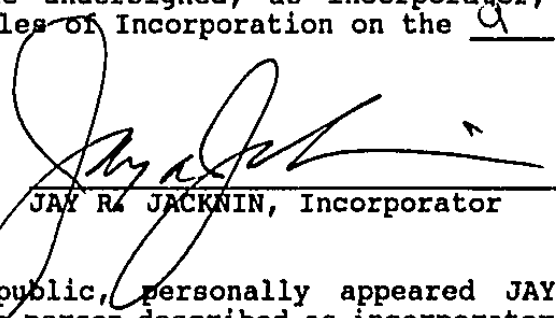
JAY R. JACKNIN
1555 PALM BEACH LAKES BLVD.
SUITE 1010
WEST PALM BEACH, FL 33401

ARTICLE VIII

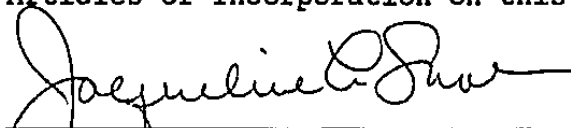
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the 9 day of April


JAY R. JACKNIN, Incorporator

Before me, a notary public, personally appeared JAY R. JACKNIN, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribes these Articles of Incorporation and acknowledged before me that he subscribes these Articles of Incorporation on this 9 day of April, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

My Commission expires:



JACQUELINE A. SMOLAK
MY COMMISSION # CC251229 EXPIRES
January 19, 1997
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 APR 11 AM 10:25

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: MERGEO, INC.
2. The name and address of the registered agent and office is:

JAY R. JACKNIN
1555 PALM BEACH LAKES BLVD.
SUITE 1010
WEST PALM BEACH, FL 33401



JAY R. JACKNIN

TITLE: REGISTERED AGENT

DATE: April 2, 1996

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: 

JAY R. JACKNIN

Registered Agent only

DATE: April 2, 1996