

(SAMPLE LETTER OF TRANSMITTAL)

PA6000047900

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

200001846112
-05/31/96--01050-011
***122.50 ***122.50

Re: MERRICK , Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

FILED
JUN 31 PM 4:52
TALLAHASSEE, FLORIDA

A. C. MERRICK
(Individual's Name)

JUN 5 1996 BSB

MERRICK INTER. INCORP.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
P.O. BOX 010204		
MIAMI FL 33101		
PHONE		
(407)	863-1013	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

MERRICK INTERNATIONAL INCORPORATED
(name of corporation)

96 MAY 31 PM 12 52
STATE OF FLORIDA

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MERRICK INTERNATIONAL INCORPORATED

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 5.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS <u>MERRICK INTERNATIONAL INCORPORATED</u>			
<u>P.O. BOX 010704</u>			
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33101</u>

Mailing address, if different

STREET ADDRESS <u>MERRICK INTERNATIONAL INCORPORATED</u>			
<u>309 N. SEQUOIA DRIVE</u>			
CITY	<u>WEST PALM BEACH</u>	FLORIDA	ZIP <u>33401</u>

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>Adeley George Merrick</u>		
ADDRESS	<u>309 N. SEQUOIA DRIVE</u>		
CITY	<u>WEST PALM BEACH</u>	FLORIDA	ZIP <u>33401</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have SIX (6) 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:

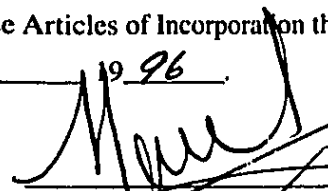
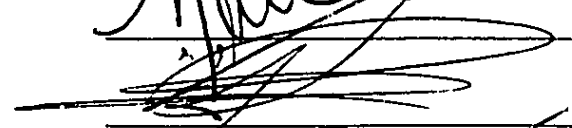
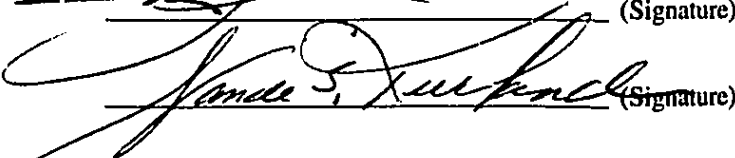
NAME	<u>Axeley George Merrick</u>		
ADDRESS	<u>309 N. Sequoia Drive</u>		
CITY	<u>West Palm Beach</u>	STATE	<u>FL</u> ZIP <u>33401</u>
NAME	<u>Sanck S. Kirkland</u>		
ADDRESS	<u>4348 B HAZEL AVE.</u>		
CITY	<u>Palm Beach Gardens</u>	STATE	<u>FL</u> ZIP <u>33410</u>
NAME	<u>Jose Ramirez</u>		
ADDRESS	<u>1401 Village Blvd, # 212</u>		
CITY	<u>West Palm Beach</u>	STATE	<u>FL</u> ZIP <u>33401</u>

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Rena Merrick</u>		
ADDRESS	<u>870 1/2 15th Street</u>		
CITY	<u>West Palm Beach</u>	STATE	<u>FL</u> ZIP <u>33401</u>
NAME	<u>George Grace O. Merrick</u>		
ADDRESS	<u>1462 Palm Beach Lakes Blvd.</u>		
CITY	<u>West Palm Beach</u>	STATE	<u>FL</u> ZIP <u>33401</u>
NAME	<u>Hazel Montague</u>		
ADDRESS	<u>309 N. Sequoia Drive</u>		
CITY	<u>West Palm Beach</u>	STATE	<u>FL</u> ZIP <u>33401</u>

The undersigned incorporator(s) have executed these Articles of Incorporation this 13 day of May 1996.

 (Signature)
 (Signature)
 (Signature)

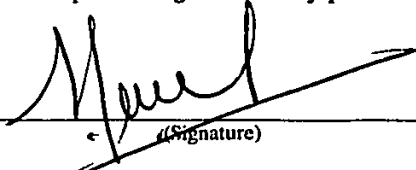
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

96 MAY 31 PM 4 52
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

MERRICK INTERNATIONAL INCORPORATED
(name of corporation)

Pursuant to Florida Statutes Sections 46.091 and 607.0501, the following is submitted:
The above corporation, organized under the laws of the State of Florida with its registered office
as indicated in the Articles of Incorporation
at 309 N. SEQUOIA DRIVE
WEST PALM BEACH, FL. 33401
has named Alexy George Merrick
located at the aforesaid address, as its registered agent to accept service of process within this
state.

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 regis-
tered 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)

5.14-96
(Date)