

WBB

Law office of
Warren B. Brams, P.A.

Warren B. Brams, Esq.
Patricia D. Harris, Esq., of Counsel

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June 10, 1996

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Mermer and Associates, Inc.

Dear Sirs:

Enclosed please find the proposed Articles of Incorporation of Mermer and Associates, Inc. Also enclosed is my check in the amount of \$122.50 representing payment of the filing fee for the corporation.

Please return the stamped filed Articles in the enclosed envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,



Sandra L. Griffiths,
Legal Assistant to
WARREN B. BRAMS
/slg
Enclosures

cc: Glen Mermer

FILED
96 JUN 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 14 1996

ARTICLES OF INCORPORATION

of

MERMER AND ASSOCIATES, Inc.

FILED
96 JUN 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MERMER AND ASSOCIATES, Inc.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This 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 Five Hundred shares (500) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME : MERMER AND ASSOCIATES, Inc., c/o Law Office of Warren B. Brams, P.A.

ADDRESS: 1645 Palm Beach Lakes Boulevard, Ste. 680, West Palm Beach, FL 33401

The name and street address of the Initial Registered Agent of this Corporation is:

NAME : Warren B. Brams, Esq.

ADDRESS: 1645 Palm Beach Lakes Boulevard, Ste. 680, West Palm Beach, FL 33401

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 address of the initial director of the corporation is as follows:

NAME : GLEN T. MERMER

ADDRESS: 568 E. Woolbright Road
Suite 128

CITY : Boynton Beach, FL 33435

A N D

NAME : SUZANNE J. MERMER

ADDRESS: 568 E. WOOLBRIGHT ROAD
Suite 128

CITY : BOYNTON BEACH, FL 33435

ARTICLE VII - INCORPORATORS

The names and address of the incorporate signing these Articles of Incorporation is as follows:

NAME : GLEN T. MERMER

ADDRESS: 568 E. WOOLBRIGHT ROAD
Suite 128

CITY : BOYNTON BEACH, FL 33435

A N D

NAME : SUZANNE J. MERMER

ADDRESS: 568 E. WOOLBRIGHT ROAD
Suite 128

CITY : BOYNTON BEACH, FL 33435

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed
these Articles of Incorporation this 6 day of
June, 19 96.

(Seal)

Glen T. Mermer
GLEN T. MERMER

(Seal)

Suzanne J. Mermer
SUZANNE J. MERMER

STATE OF FLORIDA

COUNTY OF PALM BEACH

before me, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared:

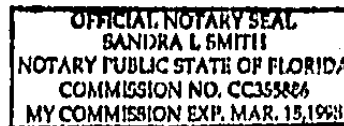
Glen T. Mermer
Signature

FDL# M656-298-S9-011-0
Form of Identification

known to me and known to be the person(s) who executed the
foregoing Articles of Incorporation, who acknowledged before me
that she executed these Articles of Incorporation, that I relied
upon the form of identification of the above named person as
indicated opposite each name, and that an oath (was) (was not)
taken.

Witness my
hand and official seal in the County and State last aforesaid this
6 day of June, 19 96

Sandra L. Smith
Notary Public State of Florida
at Large



My Commission Expires:

STATE OF FLORIDA

COUNTY OF PALM BEACH

before me, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared:

Suzanne J. Mermer
Signature

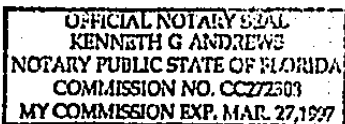
FLDR M656790609070
Form of Identification

known to me and known to be the person(s) who executed the
foregoing Articles of Incorporation, who acknowledged before me
that she executed these Articles of Incorporation, that I relied
upon the form of identification of the above named person as
indicated opposite each name, and that an oath (was) (was not)
taken.

Witness my
hand and official seal in the County and State last aforesaid this
6 day of June, 19 96

Kenneth G. Andrews
Notary Public State of Florida
at Large

My Commission Expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

MERMER AND ASSOCIATES, INC.

FILED
96 JUN 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

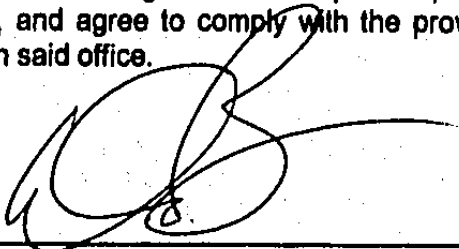
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at **MERMER AND ASSOCIATES, INC., C/O**
Law Office of Warren B. Brams, P.A.
16645 Palm Beach Lakes Blvd.
Suite 680
West Palm Beach, FL 33401

has named Warren B. Brams, Esquire, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)