

9600001905647

July 24, 1996

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

Re: Filing of Articles of Incorporation for Merlot Communications, Inc.

700001905647  
-07/26/96--01060--017  
\*\*\*\*131.25 \*\*\*\*131.25

Dear Sir/Madam:

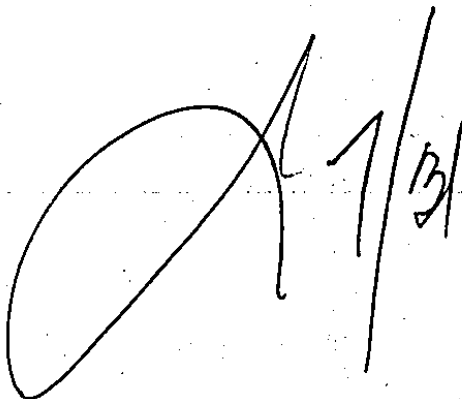
Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the filing fee, the designation of registered agent, a certified copy of the articles, and a certificate of status.

Sincerely,



Lawrence D. Ferik  
5301 North Federal Highway #210  
Boca Raton, Florida 33487  
(407) 994-6222  
561

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
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TALLAHASSEE, FLORIDA

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SECTION 607, FLORIDA  
STATUTES

**ARTICLES OF INCORPORATION  
OF  
MERLOT COMMUNICATIONS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: Merlot Communications, Inc.

**ARTICLE II DURATION**

This corporation shall exist perpetually.

**ARTICLE III CORPORATE PURPOSE**

This corporation is organized for the purpose of transacting any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$ 01 par value common stock.

**ARTICLE V INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

5301 North Federal Highway  
Suite 210  
Boca Raton, Florida 33487

The name of the initial registered agent of this corporation at that address shall be:

Lawrence D. Ferk

#### **ARTICLE VI INITIAL BOARD OF DIRECTORS**

A. 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 one (1).

B. The name and address of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Lawrence D. Ferk	5301 North Federal Highway Suite 210 Boca Raton, Florida 33487
Scott L. Drake	22738 Horseshoe Way Boca Raton, Florida 33428

#### **ARTICLE VII INCORPORATOR**

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

<u>Name</u>	<u>Street Address</u>
Lawrence D. Ferk	5301 North Federal Highway Suite 210 Boca Raton, Florida 33487

#### **ARTICLE VIII BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX 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 Incorporator has executed these Articles of Incorporation this 25 day of July, 1996.




Lawrence D. Ferk  
Incorporator

FL20-524-50-215-0 FL

STATE OF FLORIDA     )  
                                  )  
COUNTY OF PALM BEACH    )

The foregoing Articles of Incorporation were acknowledged, before me, on July 25, 1996, by Lawrence D. Ferk. The Incorporator is personally known to me and did not take an oath.

  
Notary Public

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: Merlot Communications, Inc.
2. The name and address of the registered agent and office is:

Name

Street Address

Lawrence D. Ferk

5301 North Federal Highway  
Suite 210  
Boca Raton, Florida 33487

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.

  
Lawrence D. Ferk

7-25-96  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA