

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TX

RE: Mellen Financial Corp.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or J File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

98 SEP 18 AM 10:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY [Signature]

WALK-IN Will Pick Up 9/18 12:00 AB 9/18

FEE.....	\$
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

98 SEP 18 AM 10:04
 98 SEP 18 AM 9:06
 DIVISION OF CORPORATE AFFAIRS

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF

MERLIN FINANCIAL CORP.

The undersigned subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be MERLIN FINANCIAL CORP..

ARTICLE II - NATURE OF BUSINESS

The general character and nature of the business to be transacted by this corporation is:

(1) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell, convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, to lend money either with or without security, and to operate and manage other businesses under its own name or under a registered trade name;

(2) to engage in retail, wholesale, and manufacturing businesses in any and all fields, and to do all things necessary to engage in any type of business generally;

(3) to acquire by purchase, lease, manufacture, or otherwise, any property deemed necessary or useful to equip, furnish, improve, develop, or manage any property, real or personal, at a time owned, held, or occupied by the Corporation, to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;

(4) to purchase the assets of any other corporation and to engage in the same or other types of business, including the repurchase of its own shares;

(5) to contract debts and borrow money, issue, sell and pledge bonds, securities, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of Corporate indebtedness as may be required, and to use, spend, dispose of, or lend funds of the Corporation to further the business or purpose of the Corporation;

(6) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock, bonds, securities, or other evidences of indebtedness of any other corporation of the State of Florida or of any other state or government, and while the owner of such stock, bonds securities to exercise all rights and privileges of ownership, including the right to vote such stock;

(7) to enter into, make, perform, and carry out contracts and agreements of every kind, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including the purchase of its own shares;

(8) to carry out any and all of its operations and businesses and promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations;

(9) to engage in any and all lawful businesses, trades, occupations and professions; and

(10) to do any and all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do such other things and perform such other acts as may be necessary, profitable, or expedient in carrying out any of the business, objects or powers set forth herein.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is the intention of the undersigned subscribers to these Articles of Incorporation that none of the objects, powers and clauses set forth herein shall be in any way limited or restricted by reference to, or inference from, the terms of any other objects, powers, or clauses of this Article, and that all such objects, powers and clauses of this Article, and that all such objects, powers and clauses of this Article shall be regarded as independent and severable

ARTICLES III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is Ten million (10,000,000) shares of common stock, with a par value of One-tenth of one cent (\$.001) per share and Five million (5,000,000) shares of undesignated Preferred Stock, with a par value of one-tenth of one cent (\$.001) per share. Authorized stock may be paid for in cash, services, or property at a value to be fixed by the Board of Directors of this Corporation at any regular or special meeting thereof.

ARTICLES IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation shall be:

**6700 Memorial Hwy. Ste. 210
Tampa, Florida 33616**

The Board of Directors may from time to time designate such other location as the principal office of the corporation as it may deem appropriate.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the initial Board of Directors, who shall hold office until their successors are elected and have qualified is:

**Ramzy Mounneh
6700 Memorial Hwy. Ste. 210
Tampa, Florida 33616**

ARTICLE VIII - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

Ramzy Mounneh
6700 Memorial Hwy. Ste. 210
Tampa, Florida 33616

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

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

6700 Memorial Hwy. Ste. 210
Tampa, Florida 33616

and the name of the initial registered and resident agent at that address is Ramzy Mounneh.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE XI - AMENDMENT

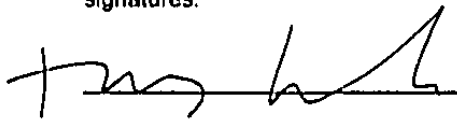
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

Alternately, such amendment may be made by the affirmation of a majority of the Directors and stockholders, without any requirement for meetings and notices thereof, if said majority of the directors and stockholders sign a written manifesting their intention that a certain amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such a written statement by said majority.

ARTICLE XII - ADDITIONAL PROVISIONS

The Board of Directors shall be empowered to enact or elect, or change the enactment or election of any federal and state provisions as it May deem appropriate for financial benefit of the Corporation. Any such enactment's or elections shall be made through a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we have set our hands and seals hereto and acknowledge and file the forgoing Articles of Incorporation under the laws of the state of Florida on the date set forth opposite our respective signatures.

 (SEAL) Date 9/17/96
____ (SEAL) Date _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Ramzy Mounneh, to me well known to be the individual described in and executing the foregoing Articles of Incorporation, who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS
17th DAY OF SEPTEMBER, 1996


Notary Public



JEFFREY T. HARDEN
My Commission CC509955
Expires Nov. 14, 1999

**REGISTERED AND RESIDENT AGENT
OF
MERLIN FINANCIAL CORP.**


FILED
96 SEP 18 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Statutes, the following information is submitted in compliance thereof:

The above named Corporation desiring to organize under the laws of the State of Florida with its principal office at the location indicated in the Articles of Incorporation and shown below, has named the undersigned as its agent to accept service of process within this state at the address set forth below.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the location designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of State law pursuant to keeping said office open.


Ramzy Mounneh (SEAL)
Incorporator / Registered Agent

REGISTERED AND RESIDENT AGENT AND PRINCIPAL OFFICE INFORMATION:

Ramzy Mounneh
6700 Memorial Hwy. Ste. 210
Tampa, Florida 33616

P96000077457

ARTICLES OF MERGER
Merger Sheet

MERGING:

MERLIN FINANCIAL CORP., #P96000077457, a FL Corp.

INTO

C M A L, INC., a Florida corporation, F72531

File date: October 16, 1996

Corporate Specialist: Susan Payne