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Leslie Robert Evans, Esquire P.A.

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375 South County Road, Suite 218 Palm Beach, FL 33480 Fax (561) 832-5722

September 26, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32303

100001958951
-09/27/96--01038--019
*****245.00 *****122.50

Re: Articles of Incorporation for Block-Merritt, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above captioned corporation in addition to the requisite check in the amount of \$122.50.

I am also enclosing a stamped, return addressed envelope and ask that you forward a certified copy of the Articles to my office.

Should you have any questions, please feel free to contact me.

Thank you.

Very truly yours,

Leslie Robert Evans
Leslie Robert Evans
Registered Agent

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96 Sep 27 AM 11:14
SEC. OF STATE
TALLAHASSEE, FLORIDA

LRE/jp

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BLOCK-MERRITT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of the corporation shall be:

Block-Merritt, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE: The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

PURPOSE: The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares which the Corporation shall have the authority to issue shall be 100 shares of the common stock with a par value of \$.01 per share, which shall be the only class of sharers.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale of cash of any new stock of this corporation of the same kind or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The initial registered agent and street address of the initial registered office of the corporation shall be:

Leslie Robert Evans, Esquire
375 South County Road
Suite 218
Palm Beach, FL 33480

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office are:

Seth Gadinsky, President, Treasurer
1048 Kane Concourse, Suite 2B
Bay Harbor, Florida 33154

Ivy Greaner, Vice President, Secretary
1048 Kane Concourse, Suite 2B
Bay Harbor, Florida 33154

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is:

Leslie Robert Evans, Esquire
375 South County Road
Suite 218
Palm Beach, FL 33480

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

MAILING ADDRESS: The mailing address of the corporation shall be:

1048 Kane Concourse, Suite 2B
Bay Harbor, Florida 33154

Executed at Palm Beach, Florida this 26th day of September, 1996.

LESLIE ROBERT EVANS, ESQUIRE P.A.
Incorporator

By: Leslie Robert Evans

Leslie Robert Evans

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Block-Merritt, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 26th day of September, 1996.

LESLIE ROBERT EVANS, ESQUIRE P.A.

By: Leslie Robert Evans

Leslie Robert Evans

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TALLAHASSEE, FLORIDA