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November 6, 1996

Richard J. Rosenbaum

Real Property Law
Probate & Estates
Personal Injury
*Also admitted in New York

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Robert W. Segur

General Trial Practice
Personal Injury and Wrongful Death
Criminal Law
Marital and Family
Supreme Court Certified
Family Law Mediator

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****122.50 ****122.50

Re: Filing of Articles of Incorporation
Mercomp, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$122.50 to cover the costs of the filing fee, certified copy and registered agent designation.

Thank you for your attention to this matter. If you have any questions or comments in this regard, please do not hesitate to contact me.

Very truly yours,

Rich
Richard J. Rosenbaum

RJR/bl
Enclosures

FILED
96 NOV 12 AM 8:00
TALLAHASSEE, FLORIDA

nc 11-1 -96

ARTICLES OF INCORPORATION
OF
MERCOMP, INC.

FILED
96 NOV 12 PM 8 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1. Name. The name of the corporation shall be Mercomp, Inc.

Section 1.2. Principal Office and Place of Business. The principal office of the corporation shall be located at 1300 Enterprise Drive, Unit C, Port Charlotte, Florida 33953. The corporation may change the location of the foregoing office, transact business at other places within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3. Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be the incorporator. The street address of the Registered Agent is 1300 Enterprise Drive, Unit C, Port Charlotte, Florida 33953.

ARTICLE II
DURATION AND COMMENCEMENT

Section 2.1. Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2. Commencement of Corporate Existence. The corporation's existence shall commence on the date of the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1. Purpose. The general purpose for which the corporation is initially organized shall be for any purpose a corporation can perform under Florida Statutes, and which is not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2. Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1. Class, Number and Par. The shares of stock authorized hereunder shall consist of only common stock. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand shares at one dollar par value.

Section 4.2. Consideration. The consideration for the issuance of said shares shall be in United States currency, or property or services of value as determined by the Board of Directors of the corporation. Any and all shares issued by the corporation shall be fully paid and nonassessable.

Section 4.3. Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under the Florida General Business Corporation Act. The procedural formalities may be dispensed with upon the written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held at the call of the majority, to adopt Bylaws, elect officers, and transact other necessary business.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be two. Said number may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death, are as follows:

<u>Name</u>	<u>Address</u>
Johanna Meyer	Bergstrasse 26 Oberrohrdorf, Switzerland
Joerg Meyer	Bergstrasse 26 Oberrohrdorf, Switzerland

Section 5.4. Incorporator. The name and address of the Incorporator executing these Articles of Incorporation is:

Name

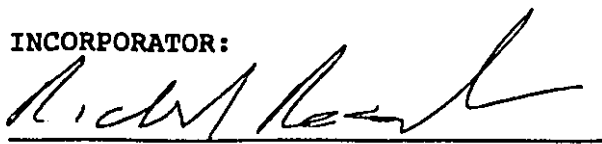
Address

Richard J. Rosenbaum

1300 Enterprise Drive, Unit C
Port Charlotte, FL 33953

IN WITNESS WHEREOF, the undersigned executed this instrument this 5th day of November, 1996.

INCORPORATOR:


RICHARD J. ROSENBAUM


ACCEPTANCE OF REGISTERED AGENT DESIGNATION

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


RICHARD J. ROSENBAUM

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

THE FOREGOING INSTRUMENT was acknowledged before me this 6th day of November, 1996, by Richard J. Rosenbaum, (X) who is personally known to me or () who has produced an identification.


Notary Public Signature
Printed Name: _____
My Commission No. _____
My Commission Expires: _____



BARBARA M LOCKHART
My Commission CC519887
Expires Feb. 20, 1997

FILED
96 NOV 12 AM 8:00
CLERK OF STATE
TALLAHASSEE, FLORIDA