

TELEPHONE 303-825-8400  
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*P9600097697*

November 26, 1996

**VIA FEDERAL EXPRESS**

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

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-11/27/96--01085--014  
++++122.50 +++++122.50

Re: Merin & Associates, Inc.;  
Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are two duplicate original Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 as payment of the filing fee and for a certified copy, and a self-addressed, stamped envelope. Please file the above document and return a certified copy of same to me in the enclosed envelope.

Thank you for your assistance in this matter.

Sincerely,

Karen L. Roberts

Karen L. Roberts  
Paralegal

for  
OTTEN, JOHNSON, ROBINSON  
NEFF & RAGONETTI, P.C.

36 NOV 27 AM 8:35  
MAIL ROOM

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

MERIN & ASSOCIATES, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: Merin & Associates, Inc.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 322 Stirrup Key Blvd., Marathon, Florida 33050

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000 shares of common stock at \$.01 per share

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

<u>N/A</u>	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

<u>N/A</u>	_____
_____	_____
_____	_____

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGUALTION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

N/A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 322 Stirrup Key Blvd., Marathon, FL 33050  
AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS Robert N. Bennett

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Robert N. Bennett  
322 Stirrup Key Blvd.  
Marathon, FL 33050

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

William R. Neff  
Otten, Johnson, Robinson, Neff & Ragonetti  
950 Seventeenth St., Suite 1600  
Denver, CO 80202

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 22nd DAY OF November, 1996

William R. Neff  
SIGNATURE/TITLE  
William R. Neff/Incorporator

\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: Robert N. Bennett IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED

November 25, 1996

Robert N. Bennett  
Robert N. Bennett

FILED  
96 NOV 27 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA