

Merit
PUBLISHING
INTERNATIONAL
160000097790

8260 NW 49TH MANOR, PINE GROVE, CORAL SPRINGS, FLORIDA 33067 TEL: (954) 755-4260 FAX: (954) 755-4287

November 20, 1996

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

900002016069--4
-11/27/96--01067--014
****122.50 ****122.50

Re: Incorporation of "Merit Publishing International, Inc."

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Merit Publishing International, Inc. along with our check in the amount of \$122.50 representing the following:

Filing Fee:	\$ 35.00
Fee for certified copy:	52.50
Fee for designation of registered agent:	<u>35.00</u>
Total:	<u>\$122.50</u>

FILED
96 NOV 27 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please return the certified copy of the Articles of Incorporation to this office in the enclosed self-addressed and stamped envelope.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Gene Evans
Gene Evans

HAF/j
Enclosure

**ARTICLES OF INCORPORATION
OF
MERIT PUBLISHING INTERNATIONAL, INC.**

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **MERIT PUBLISHING INTERNATIONAL, INC.** (hereinafter referred to as the "Corporation"). The principal office and mailing address of the Corporation is 8260 N. W. 49th Manor, Coral Springs, Florida 33067.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III

TERM

The term for which the Corporation shall exist shall be perpetual and it will commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 500 shares of Common Stock, par value \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and registered agent of the Corporation in this state is 8260 N. W. 49th Manor, Coral Springs, Florida 33067 and the name of the initial registered agent of the Corporation at that address is Gene Evans.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

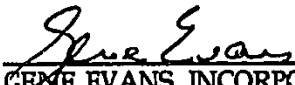
<u>Name</u>	<u>Address</u>
Gene Evans President	8260 N. W. 49th Manor Coral Springs, Florida 33067
Marta Garrido Vice President	8260 N. W. 49th Manor Coral Springs, Florida 33067

ARTICLE VII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Gene Evans	8260 N. W. 49th Manor Coral Springs, Florida 33067

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 21st day of November, 1996.


GENE EVANS, INCORPORATOR
Incorporator

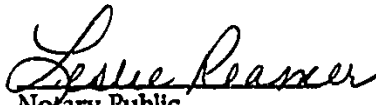
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this date by GENE EVANS, who
is personally known to me or who has produced _____
_____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of
November, 1996.



LESLIE REAMER
My Commission CC887792
Expires Jun. 28, 2000


Notary Public
State of Florida

Print Name: LESLIE REAMER

My Commission Expires: June 26, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

MERIT PUBLISHING INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Boca Raton, Florida, has named GENE EVANS, whose address is 8260 N. W. 49th Manor, Coral Springs, Florida 33067, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for MERIT PUBLISHING INTERNATIONAL, INC. at the place designated in this Certificate, I hereby accept the same and agree to serve as the Registered Agent for the Corporation and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 21st day of November, 1996.


GENE EVANS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA