

12-20-1996 01:48PM FROM

TO

19049224001 P.01

12/20/96  
10:46

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING SYSTEM

(H960001700 4))

**P96000102605**

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: JACK R. LOVING, P.A.  
070324003656

ACCT#:

CONTACT: SUSAN K LOVING  
PHONE: (954) 764-1005  
(954) 764-1499

FAX #:

NAME: MERRILL PROFESSIONAL CONSTRUCTION, INC.

AUDIT NUMBER.....H96000017850

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
96 DEC 20 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

96 DEC 20 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-20-96  
TB

ARTICLES OF INCORPORATION  
OF  
Merrill Professional Construction, Inc.

ARTICLE I - NAME

The name of this corporation is Merrill Professional Construction, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata 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 street address of the initial principal office of this corporation is 4600 Southwest 67th Avenue, Miami, Florida 33155 and the name of the initial registered agent of this corporation is Scott Sturat.

Prepared By:  
Jack R. Loving  
Jack R. Loving, P.A.  
1323 Southeast Third Avenue  
Fort Lauderdale, Florida 33316  
(954) 764-1005

FILED  
DEC 20 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000017850

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name(s) and address(es) of the initial Director(s) of this corporation is:

Scott Stirrat  
4600 Southwest 67th Avenue  
Miami, Florida 33155

## ARTICLE VIII - INCORPORATOR

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

Scott Stirrat  
4600 Southwest 67th Avenue  
Apartment 238  
Miami, Florida 33155

## 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 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 18, 1996.

Scott Stirrat  
Scott Stirrat

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th day of December, 1996 by Scott Stirrat who is personally known to me or who has produced a valid Florida Driver's License as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of December, 1996.

Sandra M. Giunto  
NOTARY PUBLIC

Sandra M. Giunto  
PRINT NAME

MY COMMISSION EXPIRES: 4/28/99



SANDRA M. GIUNTO  
My Comm Exp. 4/28/99  
Bonded By Service Ins  
No. CC368477

[[Notary Seal]] [[Commission]]

H96000017850

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT MERRILL PROFESSIONAL CONSTRUCTION, INC. DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED SCOTT  
STIRRAT 4600 SOUTHWEST 67TH AVENUE APARTMENT 238, MIAMI, FLORIDA 33155 AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: SCOTT STIRRAT  
INCORPORATOR

DATE: 12/18/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

SCOTT STIRRAT  
(REGISTERED AGENT)

DATE: 12/18/96

FILED  
96 DEC 20 PM  
SECRETARY OF  
TREASURY  
FLORIDA

P960000102605

JACK R. LOVING, P.A.  
1323 SOUTHEAST THIRD AVENUE  
FORT LAUDERDALE, FLORIDA 33316

JACK R. LOVING  
BOARD CERTIFIED IN:  
TAXATION  
WILLS, TRUSTS AND ESTATES

TELEPHONE (954) 764 - 1005  
FACSIMILE (954) 764 - 1499

June 19, 1997

000002225230--8  
-06/27/97--01101--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
P.O. Box 6327  
Tallahass Florida 32314  
Attention: Amendment Section

RE: Articles of Amendment to Articles of Incorporation

Gentlemen:

Enclose is a Articles of Amendment to Articles of Incorporation with regard to Merrill Professional Construction, Inc.. Also enclosed is a check in the amount of \$35.00 in payment of the fee for a name change.

If you have any questions please advise. Thank you for your assistance in this matter.

Sincerely,

*Sandra M. Giunto*  
Sandra M. Giunto  
Secretary to,  
JACK R. LOVING

JRL/smg  
Enclosure

FILED  
97 JUN 27 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*See 7/2*

*N/C Amend*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

97 FILED  
JUN 27 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is: MERRILL PROFESSIONAL CONSTRUCTION, INC.

SECOND

The following amendment to the articles of incorporation was adopted by the corporation:

Change the name of the corporation to:  
STIRRAT/WHARTON GROUP, INC

THIRD

The amendment was adopted by the shareholders of the corporation on the 17 day of JUNE, 1997.

BY:

Scott Stirrat  
Scott Stirrat, President

BY:

Scott Stirrat  
Scott Stirrat, Secretary

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared Scott Stirrat, who did produce a valid FLORIDA driver's license and who did take an oath and is the person who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law that he made and subscribed the same for the purposes therein mentioned and set forth.  
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of JUNE, 1997.

Ann M. Pettit  
Notary Public

ANN M. PETTIT  
Print name

(seal)



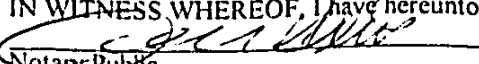
Ann M. Pettit  
My Commission CC597956  
Expires November 28 2000

My Commission Expires:

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared Scott Stirrat, who did produce a valid FLORIDA driver's license and did take an oath and is the person who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law that she made and subscribed the same for the purposes therein mentioned and set forth.  
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of JUNE, 1997.

  
Notary Public

ANA M. PETT  
Print name

(seal)

My Commission Expires:



Ana M. Pett  
My Commission CC567960  
Expires November 26, 2000