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FLORIDA DIVISION OF CORPORATIONS

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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
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TO 19049224001 P.02

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 Stirrat.

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

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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 19, 1996.

Scott Stirrat
Scott Stirrat

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th 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 19th day of December, 1996.

Sandra M. Giunta
NOTARY PUBLIC

Sandra M. Giunta
PRINT NAME

MY COMMISSION EXPIRES: 4/21/99



SANDRA M. GIUNTO
My Comm Exp. 4/21/99
Bonded By Service Ins
No. CC360477

[[Personally Known]] [[Clear & D.]]

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
TALLAHASSEE
SECRETARY OF STATE