

Seth M. Lipson
CERTIFIED PUBLIC ACCOUNTANT

P97000005064

January 9, 1997

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

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-01/13/97--01062--001
****122.50 ****122.50

RE: MERIT MANAGEMENT SERVICES, INC.

Gentlemen:

Please find enclosed the Articles of Incorporation for the above named corporation, along with a check for the following expenses:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	<u>\$122.50</u>

If you have any questions, please call me immediately at the above telephone number. Thank you for your prompt attention to this matter.

Sincerely,

Seth M. Lipson

SETH M. LIPSON, C.P.A.

eah

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
7 JAN 13 AM 10:25

2560 R.C.A. BOULEVARD
SUITE 108
PALM BEACH GARDENS, FL 33410
(561) 624-1011
(561) 627-4128 FAX

SL
1/17/97

ARTICLES OF INCORPORATION
OF
MERIT MANAGEMENT SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the Florida General Corporation Act.

ARTICLE I. NAME

The name of this Corporation is: **MERIT MANAGEMENT SERVICES, INC.**

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of stock that this Corporation is authorized to have outstanding at any one time is :

1,000 shares of stock having a par value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than One Hundred Dollars (\$100.00). All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgement of the Board of Directors, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgement of such value shall be conclusive.

ARTICLE V. BEGINNING OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date when corporate existence begins shall be the date of filing of these Articles of Incorporation, and this Corporation shall exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is 2560 R C A Boulevard, Suite 108, Palm Beach Gardens, Florida 33410. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The name and street address of the members of the First Board of Directors is:

Steve Feldman	10486 SW 52nd Street Cooper City, FL 33328
Seth M. Lipson	2560 R C A Boulevard, #108 Palm Beach Gardens, FL 33410

ARTICLE IX. INITIAL OFFICERS

The name and street address of each initial officer is:

Steve Feldman	President	10486 SW 52nd Street Cooper City, FL 33328
Seth M. Lipson	Vice-President	2560 R C A Boulevard, #108 Palm Beach Gardens, FL 33410
Seth M. Lipson	Treasurer	2560 R C A Boulevard, #108 Palm Beach Gardens, FL 33410
Steve Feldman	Secretary	10486 SW 52nd Street Cooper City, FL 33328

ARTICLE X. SUBSCRIBERS

The name and street address of the subscriber to these
Articles of Incorporation is:

Steve Feldman

10486 SW 52nd Street
Cooper City, FL 33328

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. SECTION 1244 STOCK

It is the intention of the incorporator of this Corporation that the first Board of Directors adopt the plan under section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation", which qualifies under the code.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation except as conferred by a Statute or authorized by the Board of Directors, or by a resolution of the stockholders.

(b) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this Corporation.

(c) The Directors may prescribe a method or methods for replacement of lost certificates, and to prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

(d) The Corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner and form, as well as all relevant terms, conditions and details thereof shall be determined by the stockholders of this Corporation; provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties, without actual knowledge thereof, unless such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

(e) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are

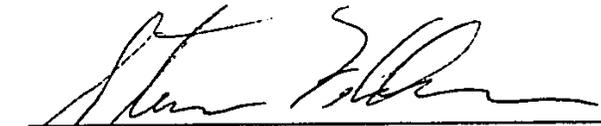
Directors or Officers of such other Corporation, and any Director or Directors, individually or jointly may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company.

(f) Nothing in these articles of incorporation shall be taken to limit the power of the corporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

**ARTICLE XIV. DESIGNATION OF AGENT AND PLACE FOR SERVICE
OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, this Corporation hereby designates STEVE FELDMAN, 10486 SW 52nd Street, Cooper City, Florida 33028 as Resident Agent for service of process within the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Palm Beach Gardens, Palm Beach County, Florida this 9th day of January, 1997.



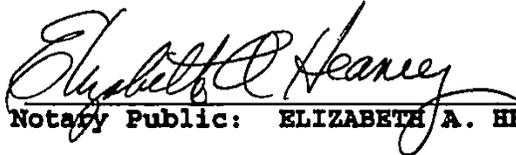
STEVE FELDMAN

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

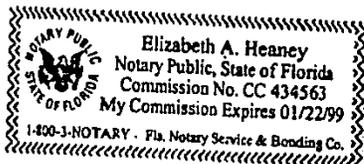
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 13 AM 10:25

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared STEVE FELDMAN, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, my hand and official seal in the County and State named above this 9th day of January, 1997.


Notary Public: ELIZABETH A. HEANEY

(Notary Seal)

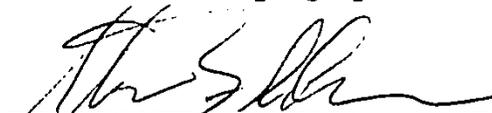


My Commission Expires: January 22, 1999

Commission Number: CC 434563

ACKNOWLEDGEMENT OF RESIDENT AGENT

Having been named to accept service of process for the above stated Corporation at the place designated in the foregoing certificate, I hereby accept my appointment to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


STEVE FELDMAN
RESIDENT AGENT