

Merkel & Adler Inc.
226 Weber Street
Orlando, FL 32803

P97000022671

February 21, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301-1500

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****122.50 ****122.50

Re: Merkel & Adler, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Merkel & Adler, Inc., for submission together with a check in the amount of ONE HUNDRED TWENTY TWO AND 50/100 (\$122.50) DOLLARS for the filing fee.

After the enclosed Association has been filed for record, kindly forward the Charter and a certified copy of the Articles to the above address. In the event you have any questions, please do not hesitate to contact me.

Sincerely,


GERHARD ADLER

3/10/97
TD

FILED
97 MAR - 7 PM 2:31
TALLAHASSEE, FLORIDA

ARTICLES OF CORPORATION
OF
MERKEL & ADLER, INC.

97 MAR -7 PM 2:36
FILED
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that I, the undersigned, for the purpose of forming a Corporation under the Provisions of Florida Statutes, do make, subscribe, acknowledge and file these Articles of Incorporation, and certify that:

Article I

The name of this Corporation is: Merkel & Adler, Inc.

Article II

The general nature of the business transacted shall be to engage in any activity or business permitted under the Laws of the United States and the State of Florida.

Article III

The amount of capital stock authorized shall be One Hundred (100) Shares of common stock of nominal or par value of FIVE AND NO/100 (\$5.00) DOLLARS per share.

Article IV

The registered office of the corporation shall be at 226 Weber Street, Orlando, Florida, 32803. Said corporation shall have full power and agencies in such other places both within and without the State of Florida and in any foreign Countries. The name of the initial Registered Agent of this Corporation is GERHARD ADLER.

Article V

The Corporation shall commence business with not less than FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS in cash.

Article VI

The Corporation shall have perpetual existence.

Article VII

The number of Directors shall be One (1). The number of Directors may be changed from time to time by action of the Board of Directors, but shall never be less than One (1) Director.

Article VIII

The name and post office address of the member of the First Board of Directors and Officers, who

NAME

ADDRESS

OFFICE

GERHARD ADLER

226 Weber St.
Orlando, FL 32803

PRESIDENT/VICE PRESIDENT
TREASURER/DIRECTOR/
SECRETARY

Article IX

The name and post office address of the Subscriber to these Articles of Incorporation, and a statement of the number of shares he agrees to take, and the value of the consideration therefore, is as follows:

GERHARD ADLER 100 shares @ \$5.00 per share
226 Weber Street
Orlando, Florida 32803

Article X

The power to adopt, to alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 21st day of February, 1997.

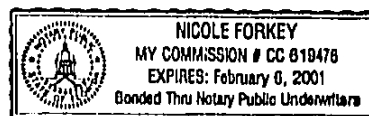
STATE OF FLORIDA }
 } SS:
COUNTY OF ORANGE }


GERHARD ADLER

BEFORE ME, the undersigned authority, duly authorized in the State of Florida to take acknowledgments, personally appeared GERHARD ADLER, who, being first duly sworn, and being known to me to be the person described _____ or who has produced FDL A346291590220 as identification and (_____) did (X) did not take an oath, and he acknowledged before me that he executed the foregoing instrument freely and voluntarily for the purpose therein expressed.

WITNESS MY hand and official seal in the State of Florida and County of Orange last aforesaid this 21st day of February, 1997.


NOTARY PUBLIC, State of Florida at Large
My Commission Expires:



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:

Name of Corporation: Merkel & Adler, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT:

City of Orlando

State of Florida

County of Orange

Located at 226 Weber Street, Orlando, Florida, 32803, has named GERHARD ADLER as its Registered Agent, to accept Service of Process within the State of Florida.

SIGNATURE:


GERHARD ADLER

DATE: FEBRUARY 21ST, 1997

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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


GERHARD ADLER, REGISTERED AGENT

DATE: FEBRUARY 21ST, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA