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MERCEDES ALVES-PALMER
9538 THORNABY LANE
JACKSONVILLE - FL 32256
PHONE/FAX (904) 642 9433

March 13, 1997

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 1:48

SUBJECT: 'MERALPA, INC.'

OBJECT: TRANSACT, PROMOTE AND CARRY ON.

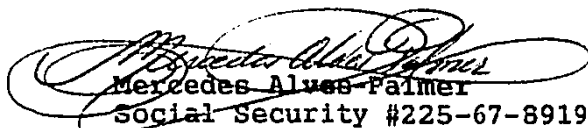
Dear Sir,

Enclose find for the State Registration original and copy of the above corporation documents which are the Article of Incorporation, and a Certificate of Designation of Registered Agent/Registered Office.

A check to cover the cost of registration is attached for \$ 122.50.

Please return the copy of these documents stamped with the filing date in them.

Yours faithfully,


Mercedes Alves-Palmer
Social Security #225-67-8919

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ARTICLES OF INCORPORATION OF MERALPA, INC.

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The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

NAME, PRINCIPAL PLACE AND OBJECT

- FIRST: The name of this corporation is **MERALPA, INC.**
- SECOND: The principal place of business of this corporation shall be **9538 THORNABY LANE, JACKSONVILLE, FL 32256.**
- THIRD: The nature of the business and, the objects and purposes to be **transacted, promoted and carried on**, are to do any or all the things herein mentioned, as fully and to the same extend and natural persons might or could do, and in any part of the world. Moreover, any licit business, to be or not be connected with principal objects and purposes.

SHARES

- FOURTH: All stock issued by this corporation shall be common voting stock of single class. The number of shares that this corporation is authorized to have outstanding at any time is 100 (ONE HUNDRED) shares.


INITIAL REGISTERED AGENT AND REGISTERED OFFICE

- FIFTH: The name of the initial registered agent is **MERCEDES ALVES-PALMER** whose registered office is located at the place of business stated in Second Article above.

INCORPORATOR

- SIXTH: The name and street address of the incorporator to these Articles of Incorporation is **MERCEDES ALVES-PALMER, 9538 THORNABY LANE, JACKSONVILLE, FL 32256.**

The undersigned incorporator has executed these Article of Incorporation this March 12, 1997.


Mercedes Alves-Palmer
Soc. Sec. #225-67-8919

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Pursuant to Florida Law, the undersigned corporation organized under the laws of the State of Florida submits the following statement in designating the Registered Office / Registered Agent, in the State of Florida.

1.- The Corporation Name is:

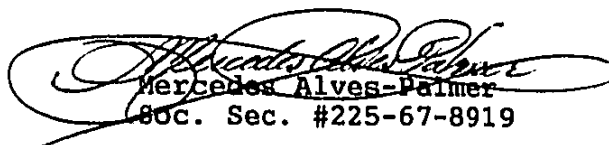
MERALPA, INC.

2.- The Name and Office Address for the Registered Agent is:

**MERCEDES ALVES-PALMER
9538 THORNABY LANE
JACKSONVILLE, FL 32256**

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Mercedes Alves-Palmer
Soc. Sec. #225-67-8919

March 12, 1997