

4/30/97

FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MERGER SUBSIDIARY, INC.

AUDIT NUMBER.....H97000007129

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

CERT. OF STATUS..0

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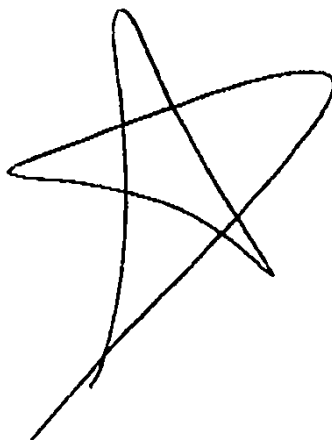
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TALLAHASSEE, FLORIDA

AL MAY - 1 1997

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ARTICLES OF INCORPORATION  
OF  
MERGER SUBSIDIARY, INC.

FILED  
97 MAY -1 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is MERGER SUBSIDIARY, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is One thousand (1,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

Prepared by:  
Mark J. Bryn  
FL Bar # 321842  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, FL 33131  
(305) 374-0501

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ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Larry Kaplan - President/Director  
Andover Equities Corp.  
Suite 311  
Hauppauge, N.Y. 11788

The name and address of the incorporator signing these Articles are:

Mark J. Bryn  
2 South Biscayne Blvd.  
Suite 3599  
Miami, Florida 33131

ARTICLE VII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn  
2 South Biscayne Blvd.  
Suite #3599  
Miami, Florida 33131

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**ARTICLE VIII**

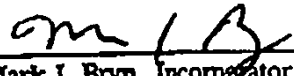
The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

**ARTICLE IX**

The principal place of business and mailing address of this corporation is:

631 N.W. 183rd Street  
Miami, Florida 33169

EXECUTED at Miami, Florida, this 30<sup>th</sup> day of April, 1997.

  
Mark J. Bryn, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

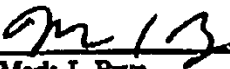
MERGER SUBSIDIARY, INC. desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #3599, Miami, Florida 33131, as its registered office.

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ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
Mark J. Bryn

FILED  
97 MAY-1 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:  
Mark J. Bryn  
FL Bar # 321842  
25. Biscayne Blvd.  
Suite 3399  
Miami, FL 33131  
(305) 374-0501

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