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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: MERIDA REAL ESTATE HOLDINGS, INC.

AUDIT NUMBER.....H97000008217

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

MAY 20 1997

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**ARTICLES OF INCORPORATION  
OF  
MERIDA REAL ESTATE HOLDINGS, INC.**

FILED  
91 MAY 20 PM 4:28  
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be MERIDA REAL ESTATE HOLDINGS, INC.. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

**ARTICLE II**

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

**ARTICLE III**

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

**ARTICLE IV**

The street address of the initial principal office and the name and address of it's registered agent shall be as follows:

**FRANK J. SEGREGO, ESQUIRE  
1320 S. DIXIE HIGHWAY  
SUITE #1251  
CORAL GABLES, FLORIDA 33146**

Frank J. Segredo, Esquire  
1320 S. Dixie Highway  
Suite 1251  
Coral Gables, Florida 33146  
Tel. (305) 662-2523  
Fl. Bar No. 358010

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**ARTICLE V**

The initial board of directors of the corporation shall be composed of one person. The name and address of this corporation's director is as follows:

**FRANK J. SEGREGO, ESQUIRE  
1320 S. DIXIE HIGHWAY  
SUITE #1251  
CORAL GABLES, FLORIDA 33146**

**ARTICLE VI**

The name and address of the incorporator of this corporation is:

**FRANK J. SEGREGO, ESQUIRE  
1320 S. DIXIE HIGHWAY  
SUITE #1251  
CORAL GABLES, FLORIDA 33146**

**ARTICLE VII**

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 19th day of May, 1997.

  
\_\_\_\_\_  
FRANK J. SEGREGO, ESQUIRE

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
FRANK J. SEGREDO, ESQUIRE

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