

P97000046266



ACCOUNT NO. : 072100000032

REFERENCE : 400258 100279A

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : May 21, 1997

ORDER TIME : 2:24 PM

ORDER NO. : 400258-005

CUSTOMER NO: 100279A

300002187423--2

CUSTOMER: Edward Lerner, Esq
EDWARD LERNER, ESQ

29 Fifth Street

Stamford, CT 06905

DOMESTIC FILING

NAME: *Memeritov*
~~CLARKE ENTERPRISES, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED
MAY 21 1997
STAMFORD CT
STATE OF CONNECTICUT

W97-12006

502

5

84 MAY 23 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 21, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CLARKE ENTERPRISES, INC.
Ref. Number: W97000012006

RESUBMIT

Please give original
submission date as file date.

We have received your document for CLARKE ENTERPRISES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 497A00027687

ARTICLES OF INCORPORATION
OF
MEMERITOR ENTERPRISES, INC.

FILED
JULY 21 PM 3:24
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEMERITOR ENTERPRISES, INC.

The address of the principal office of this corporation shall be 9838 Old Bay Meadows Road, Suite 304, Jacksonville, Florida 32256, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Michael S. Wallach	9838 Old Bay Meadows Road, Suite 304
Dir./Pres/Sec	Jacksonville, Florida 32256

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on May 21, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

LRD/rww

97 MAY 21 PM 3:24
STATE
TALLAHASSEE, FLORIDA