

9545632153 TRIPLE CHECK

348 P01

JUL 11 '97 15:04



ROYALE MANAGEMENT SERVICES, INC.
2319 N Andrews Avenue • Fort Lauderdale, FL 33311
Broward (954) 563-1269 • Fax (954) 563-2153
Dade (305) 408-2337 • Palm Beach (561) 361-0012



P 970000 60631

7/11/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000011336 9))

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ROYALE MANAGEMENT SERVICES, INC.
CONTACT: STEVEN WEIL
PHONE: (954)563-1269

ACCT#: 075136002300

FAX #: (954)563-2153

NAME: MERIT ~~ENTERPRISES~~ ENTERPRISES, INC.

AUDIT NUMBER.....H97000011336

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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P. 05/06/97

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07/11/97 10:00

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1997

ROYALE MANAGEMENT SERVICES, INC.

SUBJECT: MERIT ENTERPRISE, INC.
REF: W97000016063

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entities. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to the new entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The name conflict is "MERIT ENTERPRISES, INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000011336
Letter Number: 597A00035760

FAX AUDIT # H97000011336

FILED
JUL 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MERIT DISTRIBUTORS INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be MERIT DISTRIBUTORS INC.

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.

ARTICLES III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2319 N. Andrews Avenue, Fort Lauderdale, Florida 33311, and the name of the original registered agent of the corporation at that address is Royale Management Services, Inc. The initial mailing address shall be MERIT DISTRIBUTORS INC., 14430 TABEBULA LN, MIAMI LAKES, FL 33014.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:

Royale Management Services, Inc.
2319 N Andrews Avenue, Fort Lauderdale, FL 33311
(954) 583-1800

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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 successors are elected or appointed is:

JASON SHEN

14430 TABEBUIA LN

MIAMI LAKE, FL 33014

ARTICLE VII. SUBSCRIBER

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

JASON SHEN

14430 TABEBUIA LN

MIAMI LAKE, FL 33014

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 23TH day of JUNE, 1997.

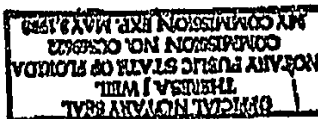
Jason Shen (SEAL)
JASON SHEN

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 23rd day of June, 1997 by

Theresa S. Dineen
Notary Public, State of Florida at Large

My commission expires on: _____



Prepared by:

Royale Management Services, Inc.
2310 N Andrews Avenue, Fort Lauderdale, FL 33311
(954) 883-1289

FAX AUDIT # H97000011336

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FAX AUDIT # H9700001136

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

MERIT DISTRIBUTORS INC.

FILED
97 JUL 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above corporation, desiring to organize under the laws
of the state of Florida with its registered office as
indicated in the Articles of Incorporation at 2319 N.
Andrews Avenue, Fort Lauderdale, Florida 33311 has named
Royale Management Services, Inc. located at the aforesaid
address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of Florida Law in
keeping open said office.

Theresa G. Weil sec/treas
(registered agent)

Prepared by:

Royale Management Services, Inc.
2319 N Andrews Avenue, Fort Lauderdale, FL 33311
(954) 663-1200

FAX AUDIT # H9700001136