

LEE'D. SARKIN
ATTORNEY AT LAW

P97000061812



July 11, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 15 PM 2:57

Re: Incorporation of MERIT - ONE, INC.

To The Department:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent along with draft in the amount of \$122.50 for filing fee for the above-referenced corporation. Please file the Articles and return true copy, certificate and receipt for payment to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your cooperation. Should you have any questions or concerns, please feel free to contact me.

Very truly yours,

LEE D. SARKIN

LS:lae
enclosure

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WS

ARTICLES OF INCORPORATION
OF
MERIT - ONE, INC.

ARTICLE I - NAME

The name of this corporation is MERIT - ONE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.05 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT;
PLACE OF BUSINESS

The street address of the initial registered office of this corporation is 855 South Federal Highway, Suite 113, Boca Raton,

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Florida 33432 and the name of the initial registered agent of this corporation at that address is LEE D. SARKIN.

PLACE OF BUSINESS: 855 SOUTH FEDERAL HIGHWAY, SUITE 113
Boca Raton, Florida 33432

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be increased from time to time by the ByLaws.

The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
SHELDON SMERLING PRESIDENT	855 SOUTH FEDERAL HIGHWAY, SUITE 113 BOCA RATON, FLORIDA 33432
KENNETH PICINICH VICE PRESIDENT	855 SOUTH FEDERAL HIGHWAY, SUITE 113 BOCA RATON, FLORIDA 33432

ARTICLES VIII - INCORPORATORS

The name and address of the incorporator of these articles is:

<u>NAME</u>	<u>ADDRESS</u>
SHELDON SMERLING PRESIDENT	855 SOUTH FEDERAL HIGHWAY, SUITE 113 BOCA RATON, FLORIDA 33432

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this _____ day of JULY, 1997.


SHELDON SMERLING
INCORPORATOR

The Registered Agent states:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


LEE D. SARKIN
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SHELDON SMERLING known to be and known by me to be the person who executed the foregoing Articles of Incorporation OR has produced _____ as identification, and he acknowledged before me that he executed those Articles of Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County aforesaid, this 10th
day of JULY, 1997.



Notary Public

My Commission Expires:



LEE SARKIN
My Commission CC387648
Expires Jun. 27, 1998
Bonded by HAI
800-422-1558