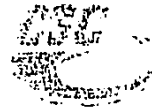


P97000080590



THE UNITED STATES
CORPORATION
COMPANY



THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 530057 - 8960A

AUTHORIZATION :

Patricia Piquit

COST LIMIT : \$ 122.50

ORDER DATE : September 15, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 530057-005

CUSTOMER NO: 8960A

900002295769--1

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg.,ph-e
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: MERLIN INDUSTRIAL SUPPLIES,
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: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 SEP 17 PM 1:24
TALLAHASSEE
FLORIDA

RECEIVED
97 SEP 17 AM 11:32
DIVISION OF CORPORATION

SN SEP 17 1997

ARTICLES OF INCORPORATION
OF
MERLIN INDUSTRIAL SUPPLIES, INC.

FILED
97 SEP 17 PM 1:24
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:

MERLIN INDUSTRIAL SUPPLIES, INC.

The address of the principal office of this corporation shall be 4018 Aurora Street, Coral Gables, Florida 33146, 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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 407 Lincoln Road, Penthouse East, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

John Estupinan
Dir.

623 Catalonia Avenue
Coral Gables, Florida 33134

Ximena Estupinan
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John Estupinan Pres.	623 Catalonia Avenue Coral Gables, Florida 33134
Ximena Estupinan Sec./Treas.	Same

ARTICLE VIII. 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 September 17, 1997.

CORPORATION SERVICE COMPANY

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

GLS/kbr

02-09 96 12:07 CSC-PHLSFS 504 222 0393 0004

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Merlin Industrial Supplies, Inc.

2. The name and address of the registered agent and office is:

EDWARD E. LEVINSON,
407 Lincoln Road (Name)
Penthouse East
Miami Beach, Florida 33139
(P.O. Box NOT acceptable)

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Edward E. Levinson

DATE

9-17-97

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314