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September 19, 1997

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

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Dear Madam or Sir:


Enclosed please find the application for Certificate
Incorporation for:

Merriman Properties Company
3575 Bennington, Suite 21
Fort Myers, FL 33919-5125

Further please find enclosed a check in the amount of
\$122.50 for the application fee. Please send all information and
documentation to the address below in the enclosed envelope:

Merriman Properties Company
1640 Akron-Peninsula Rd., Suite 201
Akron, Oh 44313

Sincerely,


Richard S. Truesdale
Incorporator

FILED
97 SEP 22 PM 12:46
TALLAHASSEE, FLORIDA

SEP 24 1997

**APPLICATION FOR
CERTIFICATE OF INCORPORATION
OF**

MERRIMAN PROPERTIES COMPANY

We the undersigned, hereby associate ourselves together for the purpose of forming a corporation for profit under the Laws of the State of Florida provided for the formation, liability, rights, privileges and the immunities of a corporation.

ARTICLE I

NAME & ADDRESS

The name of the corporation is MERRIMAN PROPERTIES COMPANY, Inc. principal place of business and mailing address shall be 3575 Bennington, Suite 200, Fort Myers, FL 33919-5125.

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TALLAHASSEE, FLORIDA

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ARTICLE II

PURPOSE

The general nature of the business to be transacted, conducted and engaged in shall be as follows:

A. To own, acquire, buy and sell, deal in, and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to subdivide and improve the same, to act as a contractor, builder, developer and generally to hold, manage and deal with and improve the property of the company; to carry on a general real estate development and construction business for others in the, purchase or sale and the management of real estate and negotiations or loans thereon.

B. To acquire by purchase subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any shares of capital stock, script or any voting trust certificate in respect of the shares of the capital stocks of, or any bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or the Government of the United States of America, or any foreign government, or any State, Territory, Municipality or other political subdivision, or any governmental agency; and to issue in exchange therefore in the matter permitted by law shares of the capital stock, bonds, or other obligations of the corporation; and while the owner or holder of such shares of stock, bonds, script, mortgages or other securities, or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers or privileges of ownership including the right to vote therein;

C. To enter into and make and perform and carry out contracts of any kind and description made for any lawful purposes, without limit to the amount, with any person, firm, association or corporation, either public or private, or with any territory, government or agency thereof.

D. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue any bonds, debentures, promissory notes and other evidence of indebtedness and for the purpose of the securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as May be permitted by law.

E. To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided however, that this corporation May not use any of these funds or property for the purchase of its own shares of capital stock when such use would cause an impairment of the capital of the corporation shall not be voted directly or indirectly.

F. To purchase or otherwise acquire the whole, or any part of, the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

G. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, or otherwise dispose of, or deal or trade in, and with,, goods, wares, and merchandise and articles of commerce;

H. To organize, incorporate, and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

I. To apply for, obtain, purchase, lease or otherwise acquire any concessions, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or any right, option or contract, in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop , maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;

J. To conduct all or part of its operations and business without restriction or limit to the amount for in the State of Florida, or in any or all states, territories, districts, colonies and dependencies of the United states of America, and in any and all foreign countries, and acquire (By purchase, exchange or lease, hire or otherwise) own, hold, develop, operate, lease, sell assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or to turn account, and convey real and personal property of every kind and nature and right and privilege therein, in the State of Florida, and in any and all other

States, Territories, district, colonies and dependencies of the United States of America, and any or all foreign countries.

K. To carry out all, or part of, the foregoing objects as principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, association or corporation, and generally to have all powers necessary, needful or desirable, for the full and complete exercise and right to act as principal agent, broker, purchaser, in any form in the acquisition, disposition, encumbrances, reorganizations, or sale of property, real or personal;

L. To do all and everything that is necessary and for the proper accomplishment of the objects enumerated in this certificate of incorporation, or any amendment thereof, or necessary or incidental to the attainment of the purpose of the corporation whether such business is similar in nature to the objects set forth in the certificate of incorporation of such corporation, or any amendment thereof;

M. It is the intention that purposes, objects and powers specified in each of the paragraphs of this Article II of the certificate of incorporation shall, except as otherwise expressly provided, in otherwise be limited is restricted by reference to or reference from, the terms of any other clause or paragraph of this Article of this certificate of incorporation.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be 1,000 shares of common stock at a \$5.00 per share par value.

Initial stockholder is:

Richard S. Truesdale
3575 Bennington, Suite 21
Fort Meyers, FL 33919-5125

One Hundred (100) shares

No other shares of stock are authorized for distribution or sale from the treasury unless approved by majority vote of the shareholders and board of directors.

ARTICLE IV

PERIOD OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation is Frank Leonetti, Jr., 10060 Dover Carriage Ln., Fort Worth, FL 33467-8114.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) or more than nine (9). Directors may be removed for cause. The names and addresses of the initial director is:

Richard S. Truesdale
3575 Bennington
Fort Myers, FL 33919-5125

ARTICLE VII

INCORPORATOR

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

Richard S. Truesdale
3575 Bennington, Suite 21
Fort Meyers, FL 33919-5125

One Hundred (100) shares

ARTICLE VIII

OFFICERS

This corporation shall be managed by a President, Vice-President, Secretary, and Treasurer. All offices may be held by one and the same person, however, all officers will be approved or disapproved by majority vote of the board of directors and shareholders. Officers may be removed without cause. The names and addresses of the initial officers are:

Richard S. Truesdale
3575 Bennington, Suite 21
Fort Meyers, FL 33919-5125

President and Secretary

ARTICLE IX

BY-LAWS

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition to the By-Laws shall become effective.

ARTICLE X

INDEMNIFICATION

This corporation shall indemnify any officer or director, to the full extent provided by law for such acts if the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE XI

1244 STOCK PROVISION

It is the intention of the incorporators of this corporation that the plan outlined under section 1244 of the Internal revenue Code of 1955, as amended, allowing a limited ordinary loss to the individuals for loss on stock of a "Small Business Corporation" be adopted.

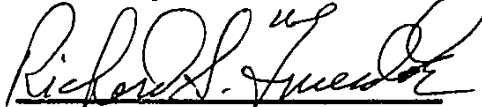
ARTICLE XII

AMENDMENT

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

Notwithstanding, the shareholders reserve the right by majority vote, and the Board of Directors have no right to amend these articles of incorporation.

IN WITNESS WHEREOF, the parties hereto have hereupon set forth their hands and seals.


Richard S. Truesdale
Date: 9/19/97

STATE OF OHIO)
COUNTY OF SUMMIT)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard S. Truesdale known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 19th day of September 1997.

Cindy H. Mitchell

NOTARY PUBLIC

My Commission Expires:

CINDY H. MITCHELL, Notary Public
Residence - Summit County
State Wide Jurisdiction, Ohio
My Commission Expires March 3, 2001

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act;

That MERRIMAN PROPERTIES COMPANY., a corporation desiring to organize under the Laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation has named Frank Leonetti, Jr. at 10060 Dover Carriage Ln., Fort Worth, FL 33467-8114 as its agent to accept service of process in 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 said act relative to keeping said office.



Frank Leonetti, Jr.
Registered Agent

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