

P98000008563



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO.: 072100000032

REFERENCE: 682321 165947A

AUTHORIZATION: Patricia Poyt

COST LIMIT: \$ 70.00

ORDER DATE: January 26, 1998

ORDER TIME: 4:11 PM

ORDER NO.: 682321-005

CUSTOMER NO: 165947A 800002413728--5

CUSTOMER: Mr. Fred Morgenstern  
MR. FRED MORGENSTERN

Suite 407  
4901 Northwest 17th Way  
Fort Lauderdale, FL 33309

RECEIVED

98 JAN 27 PM 3:47

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MERIT CAPITAL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

gf 1/28/98

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 27 AM 9:10

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ARTICLES OF INCORPORATION  
OF

MERIT CAPITAL GROUP, INC.

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:

MERIT CAPITAL GROUP, INC.

The address of the principal office of this corporation shall be 4901 Northwest 17th Way, Suite 407, Ft. Lauderdale, Florida 33309, 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 aggregate number of shares of common stock which this corporation shall have authority to issue is one million (1,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the

corporation that is issued and outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be two million (2,000,000) shares at par value of one tenth of one cent (\$.001) per share. The preferred stock shall be divided into Series A preferred stock, Series B preferred stock, and Series C preferred stock, which shall have all the same rights and privileges except voting rights as expressly set forth below:

- (a) Series A preferred stock which shall consist of one million shares (1,000,000) shall have no voting rights.
- (b) Series B preferred stock which shall consist of nine hundred ninety thousand shares (990,000) shall have no voting rights.
- (c) Series C preferred stock which shall consist of ten thousand (10,000) shares, shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of preferred stock, Series C, shall be entitled to one vote for each share of preferred stock, Series C, held.

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. 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 one Director, initially. The name and address of the initial member of the Board of Directors are:

Fred Morgenstern      4901 Northwest 17th Way, Suite 407,  
Ft. Lauderdale, FL 33309


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DIVISION OF CORPORATIONS  
98 JAN 27 AM 9:10

ARTICLE VII. INCORPORATOR

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

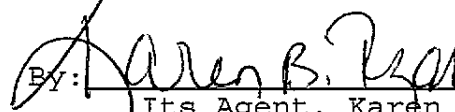
Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 26, 1998.

  
\_\_\_\_\_  
Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized 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.

By:   
\_\_\_\_\_  
Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

TFR/CINDY HARRIS