

P98000028626
TRANSMITTAL LETTER

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

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-03/26/98--01060--021
****122.50 ****122.50

SUBJECT: MERWILL COMMUNICATIONS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee Certified Copy & Certificate
ADDITIONAL COPY REQUIRED			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 PM 12:24

FROM: George W. Memer
Name (printed or typed)

1515 East Broward Boulevard Suite 403
Address

Fort Lauderdale, FL 33301
City, State & Zip

(954) 527-1466
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

bt
3/27

**ARTICLES OF INCORPORATION
OF
MERWILL COMMUNICATIONS INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be MERWILL COMMUNICATIONS INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which the corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The Florida Control-Share Acquisition sections of the Florida Business Corporations Act (~~§§~~ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VII

The bylaws of the corporation may be amended by a majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address are as follows:

George W. Merner

1515 East Broward Boulevard #403
Fort Lauderdale, Florida, 33301.

ARTICLE IX

The initial registered agent of the corporation is George W. Merner. The street address of the corporation's initial registered office is 1515 East Broward Boulevard, Suite 403, Fort Lauderdale, Florida, 33301.

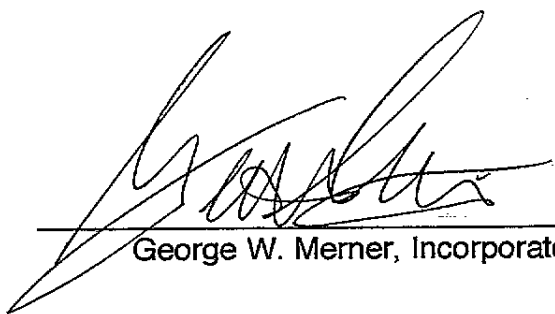
ARTICLE X

The principal place of business and mailing address of this corporation shall be: 1515 E. Broward Blvd., Suite 403, Fort Lauderdale, FL 33301.

ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is George W. Merner, 1515 E. Broward Blvd., Suite 403, Fort Lauderdale, FL 33301.

The undersigned incorporator has executed these Articles of Incorporation on this 24 th day of March, 1998.



George W. Merner, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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: MERWILL COMMUNICATIONS INC.
2. The name and address of the registered agent and office is:

George W. Merner
1515 E. Broward Blvd., Suite 403
Fort Lauderdale, FL 33301

Date: March 24, 1998.

Signature _____

Title: Incorporator

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**CONSENT TO SERVE AS REGISTERED AGENT
FOR
MERWILL COMMUNICATIONS INC.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: March 24, 1998.



Signature of Registered Agent