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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 780507 7124913

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 1998

ORDER TIME : 11:35 AM

ORDER NO. : 780507-005

CUSTOMER NO: 7124913

CUSTOMER: Wendy H. Girardin, Esq
WENDY H. GIRARDIN, ESQ

Suite F
4820 Bayshore Drive
Naples, FL 34112

EFFECTIVE DATE
4-13-98

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DOMESTIC FILING

NAME: MERC MODELING, 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: Deborah Schroder

EXAMINER'S INITIALS:

P. Hall APR 14 1998

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MERC MODELING, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is MERC MODELING, INC.
2. **PRINCIPAL OFFICE; MAILING ADDRESS:** The principal office and mailing address of the corporation is 485 19th Street NW, Naples, Florida, 34120.
3. **PURPOSES:** The general purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, except as is inconsistent with the express provisions of these Articles.
4. **SHARES:** The corporation is authorized to issue one hundred (100) shares of common stock, all of one class, at one dollar (\$1.00) par value.
5. **PREEMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise these preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
6. **REGISTERED OFFICE AND AGENT:** The street address of the registered office shall be 4820 Bayshore Drive, Suite F, Naples, Florida, 34112, and the name of the registered agent at such address shall be Wendy H. Girardin, Esquire.
7. **TERM OF EXISTENCE:** This corporation is to exist perpetually.
8. **EFFECTIVE DATE:** This corporation shall have an effective date of April 13, 1998.
9. **INCORPORATOR:** The name and address of the incorporator signing these Articles of Incorporation is Wendy H. Girardin, Esquire, 4820 Bayshore Drive, Suite F, Naples, Florida, 34112.
10. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Directors, and any right conferred upon the shareholders is subject to this reservation.

EFFECTIVE DATE

4-13-98

11. BOARD OF DIRECTORS: All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in the Articles of Incorporation. This corporation shall have two (2) Directors, initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by therein.

The name and address of the initial Directors of this corporation are:


Edward Davidson 334 East Lake Road, Suite 290
Palm Harbor, Florida 34685

Robert Keenan 485 19th Street NW
Naples, Florida 34120

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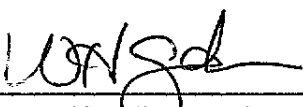
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

MERC MODELING, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 4820 Bayshore Drive, Suite F, Naples, Florida, 34112 as initial Registered Office, and has named Wendy H. Girardin, Esquire, located at said address, as its initial Registered Agent. Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned is familiar with and accepts the obligations of said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, and 607.0501 relative to keeping open said office.



Wendy H. Girardin, Esquire

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation this 13 day of April, 1998.



Wendy H. Girardin, Esquire
Incorporator