



THE UNITED STATES
CORPORATION
COMPANY

P98000061329

ACCOUNT NO. : 072100000032

REFERENCE : 886995 4303929

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 3:59

ORDER DATE : July 10, 1998

ORDER TIME : 9:30 AM

ORDER NO. : 886995-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

900002584989--5

DOMESTIC FILING

NAME: MERLIN CAPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

98 JUL 10 AM 10:39
DIVISION OF CORPORATIONS

7-10
05

ARTICLES OF INCORPORATION
OF
MERLIN CAPITAL, INC.

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ARTICLE I

The name of the corporation is MERLIN CAPITAL, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3725 Leafy Way, Coconut Grove, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who

will serve as the Corporation's director until successors are duly elected and qualified is:

Marco Possati
3725 Leafy Way
Coconut Grove, Florida 33133

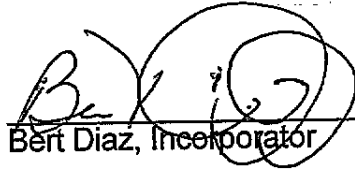
ARTICLE VII

The name of the Incorporator is Bert Diaz and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of July, 1998.


Bert Diaz, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MERLIN CAPITAL, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


As Agent for Registered Agent

Karen B. Rozar, As Its Agent
Dated: July 16, 1998

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