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ACCOUNT NO. : 072100000032

REFERENCE : 916747 7129532

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 5, 1998

ORDER TIME : 10:51 AM

ORDER NO. : 916747-005

CUSTOMER NO: 7129532

CUSTOMER: Mr. Larry Rothenberg
LARRY A. ROTHENBERG, P.A.

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-08/05/98--01086--011
****122.50 ****122.50

Suite 460
900 North Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: MERTON, INC.

EFFECTIVE DATE: 080598

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Abby Capaz

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 3:14

DIVISION OF CORPORATIONS
8/5/98

ARTICLES OF INCORPORATION
OF
MERTON, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 3: 14

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is: MERTON, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

(1) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Directors of the company. Stock

in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL ADDRESS.

The principal address of the Corporation shall be:

6517 N.W. 78 Place, Parkland, Florida 33067

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

LARRY A. ROTHENBERG, P.A.
900 NORTH FEDERAL HIGHWAY, SUITE 460
BOCA RATON, FLORIDA 33432

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial Directors of this Corporation and their street addresses are:

GERALD SCHNEIDER

6517 N.W. 78 PLACE
PARKLAND, FLORIDA 33067

SAM LUFT

c/o INVESTMENT ALLOCATION INTERNATIONAL
55 YOUNGE STREET, SUITE 1208
TORONTO, ONTARIO, CANADA M5E 1J4

The persons named as initial Directors shall hold office for the first year existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

LARRY A. ROTHENBERG

900 NORTH FEDERAL HIGHWAY
SUITE 460
BOCA RATON, FLORIDA 33432

ARTICLE X. INDEMNIFICATION.

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders' meeting by at least

a majority of the Stockholders entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII.

The Stockholders of this Corporation may divide themselves into groups for the purpose of obtaining unit control in the Corporation; and when any agreement is made between Stockholders owning at least eighty percent (80%) of the stock then outstanding in the corporation, such agreement shall be binding upon the Corporation and shall be recognized by the Directors and shall be observed by the Officers and Agents of the Corporation; and particularly, the Stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of Directors, in particular, Stockholders may include in the agreement between themselves the following as valid matters of agreement, to wit:

(1) The manner and method in which and the persons by whom Directors may be elected.

(2) Any limitation upon the transferability or assignment of the stock.

(3) The conferring of preemptive rights of purchase upon the Stockholders as conditions precedent to the sale of any other stock.

(4) Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the Stockholders shall continue to be binding upon the Corporation until there is filed with the President and the Secretary of the Corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholders' Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders' Agreements among the Stockholders) consenting to the revocation and cancellation of the Agreements among the Stockholders.

ARTICLE XIII. TRANSFER OF STOCK.

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares of the Corporation at the net asset value thereof. Such offer shall be in writing signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately

prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

Executed by the undersigned at Boca Raton, Florida on August 4, 1998.

LARRY A. ROTHENBERG

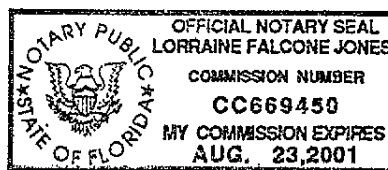
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared LARRY A. ROTHENBERG, who is personally known to me OR who has produced the following as identification: NA, and who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, State of Florida, this 4 day of August, 1998.

Lorraine Falcone Jones
NOTARY PUBLIC
LORRAINE FALCONE JONES
stamped/printed name

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 3:14

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MERTON, INC. desiring to organize or qualify under the laws of the State of Florida, has named, LARRY A. ROTHENBERG, P.A., as its registered agent to accept service of process within Florida, at 900 North Federal Highway, Suite 460, Boca Raton, Florida 33432, which address is also designated as the registered office of the corporation first mentioned above.



LARRY A. ROTHENBERG

TITLE: Incorporator

DATE: 8/4/98

Having been named registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, LARRY A. ROTHENBERG, P.A. hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

LARRY A. ROTHENBERG, P.A.

BY: 

LARRY A. ROTHENBERG

DATE: 8/4/98