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TRANSMITTAL LETTER

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

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-08/17/98--01088--002
*****78.75 *****78.75

SUBJECT: MERITERS CORP.

(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: MAYRA ROSARIO

Name

6157 WEST 26TH COURT

Address

HIALEAH, FL. 33016

City, State & Zip

(305) 558-4556

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 2:04

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

RP
08/998

ARTICLES OF INCORPORATION
OF
MERITERS CORP.

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ARTICLE I

The name of the Corporation is: **MERITERS CORP.**

ARTICLE II

This Corporation shall exist in perpetuity commencing with the filing of these documents.

ARTICLE III

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 500 shares of \$1.00 per value common stock which shall be designated as "Common Shares".

ARTICLE V

SECTION I

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for each of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the principal place of business of this Corporation is:
6150 West 24th Court Suite 108
Hialeah, Florida 33016

ARTICLE VIII

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

DIRECTOR	MARIA TERESA GUZMAN 6150 West 26th Court Hialeah, Fl. 33016
DIRECTOR	J. Diaz R; & Asoc. Carretera Mella No. 197 Km 8 1/2 Santo Domingo, Dominican Republic

ARTICLE IX

The names and addresses of the initial officers of this Corporation shall be as follows:

PRESIDENT	Maria Teresa Guzman 6150 West 24th Court Hialeah, Fl. 33016
VICE-PRESIDENT	Jose Alejandro Diaz Rodriguez Carretera Mella No. 197 Km 8-1/2 Santo Domingo, Dominican Republic

ARTICLE X

The name and address of the Incorporator who is signing these Articles of Incorporation is:

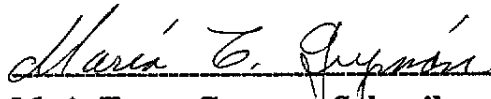
MARIA TERESA GUZMAN
6150 West 24th Court
Hialeah, Fl. 33016

ARTICLE XI

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reversion.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this thirtieth day of June, 1998.


Maria Teresa Guzman - Subscriber

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared Ana Teresa Guzman, who is personally known to me, and who being first duly sworn deposes and states on oath that she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this Thirtieth day of June, 1998, in the County and State aforesaid.



MAYRA BARROUS
My Commission CC567734
Expires Jul. 21, 2000


Notary Public, State of Florida
at Large

Commission # CC567734

Expiration Date 7/21/2000

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

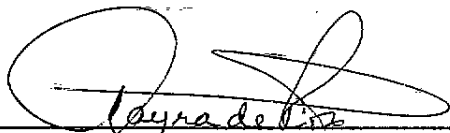
1. The name of the corporation is:

MERITERS CORP.
6150 West 24th Court Suite 108
Hialeah, Fl. 33016


2. The name and address of the registered agent and office is:

MAYRA ROSARIO
6157 WEST 26TH COURT
HIALEAH, FL. 33016

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)



(DATE)

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