9980900 Address City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy Will wait Certificate of Status Photocopy Mail out AMENDMENTS NEW FILINGS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Dissolution/Withdrawal Domestication Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION= Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

CR2E031(1/95)

Examiner's Initials

1. SMITH 001 2 6 1998

ARTICLES OF INCORPORATION OF MERITUS MANAGEMENT, INC.

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ARTICLE I - NAME

The name of this Corporation is MERITUS MANAGEMENT, INC., and its address is 25H Beach Road, Belvedere, California 94920.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

NAME

ADDRESS

Alexandra Klingler

25H Beach Road

Belvedere, California 94920

Stuart Hamlyn

25H Beach Road

Belvedere, California 94920

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Geoffrey Randall, and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of October 1998.

Geoffrey Randall, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS <u>23</u> DAY OF OCTOBER 1998.

CORPORATION COMPANY OF MIAMI

BV: Lalaine a. Land

Lalaine A. Landau, Assistant Secretary for CORPORATION COMPANY OF MIAMI

(Registered Agent)

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