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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: MERCOLEO, INC.

AUDIT NUMBER.....H98000022140

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
MERCOLEO, INC.**

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is MERCOLEO, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 100 Bayview Drive, Apartment 1721, North Miami Beach, Florida 33180.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Alan S. Lederman, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Fred Raitan
100 Bayview Drive
Apartment 1721
North Miami Beach, Florida 33180

THIS DOCUMENT PREPARED BY:
ALAN S. LEDERMAN, P.A.
FLORIDA BAR NO. 253944
BROAD AND CASSEL
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: _____

Anna Salgado
Anna Salgado, Vice President

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