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ACCOUNT NO. : 072100000032

REFERENCE : 383009 7176956

AUTHORIZATION :

Patricia Papp

COST LIMIT : \$ 78.75

ORDER DATE : September 22, 1999

ORDER TIME : 1:49 PM

ORDER NO. : 383009-005

CUSTOMER NO: 7176956

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CUSTOMER: Mr. Seth E. Ellis
MORRIS & PRATT
MORRIS & PRATT
Suite 175
2500 North Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: MERICK SALES, INC.

EFFECTIVE DATE:

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: Erika Carlson

EXAMINER'S INITIALS:

99 SEP 22 AM 9:49

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 22 PM 2:20

RECEIVED

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/23/99

ARTICLES OF INCORPORATION

OF

MERICK SALES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 22 AM 9:49

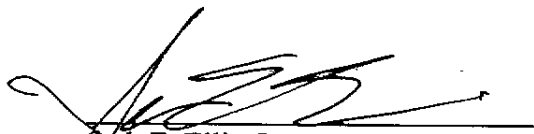
The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is MERICK SALES, INC., a Florida Corporation (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: 6902 Swansea Lane, Boynton Beach, Florida 33437.
- 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: Seth E. Ellis, Esq., Morris & Pratt, *a partnership of professional association*, 2500 North Military Trail, Boca Raton, Florida 33431, and the registered agent at this address is: Seth E. Ellis, Esq.
- FIFTH: The name and address of the incorporator of the Corporation is: Seth E. Ellis, Esq. Morris & Pratt, *a partnership of professional association*, 2500 North Military Trail, Boca Raton, Florida 33431.
- 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:
- Merilyn D. Ellis, 6902 Swansea Lane, Boynton Beach, Florida 33437.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

TENTH: The corporate existence of the Corporation shall be perpetual.

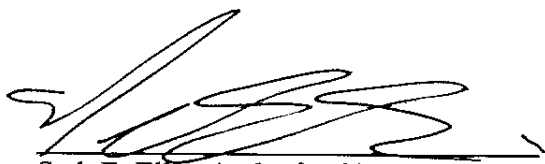
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of September, 1999.


Seth E. Ellis, Incorporator

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DIVISION OF CORPORATIONS
99 SEP 22 AM 9:49

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.

By: 
Seth E. Ellis, Authorized Representative