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FILED
00 OCT -6 PH 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 26, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500003406445--6
-09/27/00--01056--005
*****78.75 *****78.75

Re: Merkatum Corporation

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation along with this Firm's check in the amount of \$78.75 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the *Florida Statutes*.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned counsel in the enclosed, self-addressed and prepaid Federal Express envelope at your earliest convenience. Thank you.

Very truly yours,

MATTLIN & MCCLOSKEY

Michael J. Ioannou

MJI/smk
Enclosures

W-23698

9-29
10-9

6



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 29, 2000

MICHAEL J. IOANNOU
2300 GLADES RD., STE. 400, E. TOWER
BOCA RATON, FL 33431

SUBJECT: MERKATUM CORPORATION
Ref. Number: W00000023698

We have received your document for MERKATUM CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 700A00051190

ARTICLES OF INCORPORATION
FOR
MERKATUM CORPORATION

FILED
00 OCT -6 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose creating a Florida corporation for profit pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

MERKATUM CORPORATION

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1200 Anastasia Avenue
Biltmore Executive Center Suite 440
Coral Gables, Florida 33134

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized initially to have outstanding at one time is:

1000 Shares of Common Stock

ARTICLE IV. TERM OF EXISTENCE

This corporation may exist perpetually and indefinitely.

ARTICLE V. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

ARTICLE VI. REGISTERED AGENT

The name and address of the initial registered agent is:

Michael J. Ioannou, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have one (1) director, initially. The name and address of the initial member of the Board is:

José Luqué
1200 Anastasia Avenue
Biltmore Executive Center, Suite 440
Coral Gables, Florida 33134
Director

ARTICLE VIII. OFFICERS

This corporation shall have one (1) officer, initially. The name, address and position of the initial officer is:

José Luqué
1200 Anastasia Avenue
Biltmore Executive Center, Suite 440
Coral Gables, Florida 33134
President, Vice-President, Treasurer, Secretary

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Michael J. Ioannou, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East Tower
Boca Raton, Florida 33431

The undersigned has executed these Articles of Incorporation this 29th day of
September, 2000.



Michael J. Ioannou, Incorporator

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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, *MERKATUM CORPORATION*, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Michael J. Ioannou, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

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.

Dated: September 29, 2000.



Michael J. Ioannou