

P96000039292

TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -6 PM 2:53

SUBJECT: THE MARSHALL CORPORATION
(Proposed corporate name - must include suffix)

700001825187
-05/16/96--01088--019
****131.25 ****131.25

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:

Anne Lynn Morgan, M.D.

Name (printed or typed)

2856 East Oakland Park Boulevard

Address

Fort Lauderdale, Florida 33306-1814

City, State & Zip

(1st) 954-6300340

Daytime Telephone number

(2nd) 954-432-7702

*Called periodically 5/6
reached her at 5/6
advised of the use
of the word "Foundation"
(NP-usually) chosen
to use in
corp name
as a profit*

5/8

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

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

The MARSHALL FOUNDATION INC.

ARTICLE II PRINCIPAL OFFICE

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

2856 East Oakland Park Boulevard
Fort Laudordalo, Florida 33306-1814

ARTICLE III SHARES

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

One Hundred

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Anne Lynn Morgan, M.D.
2856 East Oakland Park, Boulevard
Fort Lauderdale, Florida 33306-1814

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ARTICLE V INCORPORATOR

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

Anno Lynn Morgan, M.D.
2856 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306-1814

ARTICLE VI EFFECTIVE DATE

The effective date of this corporation shall be:

May 1, 1996

ARTICLE VII INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as the director of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her being a director of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as a director. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him or her in connection with any claim or liability as to which it shall be adjudged that such director is liable to the extent permitted by law.

The rights accruing to any persons under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE VIII PURPOSE

The stated purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Florida.

ARTICLE IX

Upon the sale for cash of any new stock of the same kind, class or series as to that which he or she already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his or her pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE X

The initial principal office of this corporation shall be located at 2856 East Oakland Park boulevard, Fort Lauderdale, Fl., 33306-1814, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

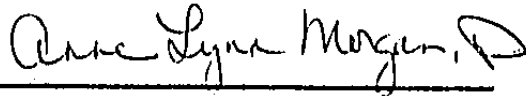
ARTICLE XII

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the common shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 1996.



Signature
Incorporator

**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: Tho MARSHALL FOUNDATION INC.

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

Anne Lynn Morgan, M.D.
(NAME)

2856 East Oakland Park Boulevard

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Fort Laudordalo, Florida 33306-1814
(CITY/STATE/ZIP)

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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.

Anne Lynn Morgan, M.D.
(SIGNATURE)

5/1/96
(DATE)

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

800002234358--8
-07/09/97--01116--003
*****35.00 *****35.00

Subject: VOLUNTARY DISSOLUTION OF CORPORATION

Enclosed is an original and a check for \$35.00 .

Please note that all correspondence should be sent to my address at:

3981 N.W. 96th Avenue
Hollywood, FL. 33024

Thank you.
From: Anne Lynn Morgan

The Marshall Foundation, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -9 PM 3: 14

W/dls

72 JUL 14 1997

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: The Marshall Foundation Inc.

SECOND: The date dissolution was authorized: May 1, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

Anne Lynn Morgan, was the sole shareholder.

"The number of votes cast for dissolution was sufficient for

approval by sole shareholder - Anne Lynn Morgan."]
(voting group)

Signed this 1st day of July, 1997

Signature Anne Lynn Morgan
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Anne Lynn Morgan
(Typed or printed name)

President

(Title)

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SECRETARY OF STATE
CORPORATION
DIVISION
JUL 15 1997