

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

98 JUL -1 AM 11:00

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Morgan Holdings, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
98 JUL -1 AM 10:20
DIVISION OF CORPORATION

Signature _____

Requested by: LS 7/1/98 10:10
Name Date Time

Walk-In _____ Will Pick Up _____

RP
07-01-98

ARTICLES OF INCORPORATION

OF

HARJAN HOLDINGS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, acting as Incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.**

The name of this corporation is

HARJAN HOLDINGS, INC.

2. **Duration.**

The period of its duration is perpetual.

3. **Nature of Business.**

The general nature of the business to be transacted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

4. **Capital Stock.**

The corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value.

5. **Principal Office and Registered Agent.**

The name and address of the initial registered agent and principal office of this corporation, which are one and the same is as follows:

DR. HARVEY J. GROSSBARD
20800 West Dixie Highway
North Miami Beach, FL 33180

6. **Initial Board of Directors.**

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

**Articles of Incorporation
HARJAN HOLDINGS, INC.**

The names and addresses of the initial directors of this corporation are:

DR. HARVEY J. GROSSBARD
17110 NE 12th Avenue
North Miami Beach, FL 33180

JANET GROSSBARD
17110 NE 12th Avenue
North Miami Beach, FL 33180.

7. **Incorporator.**

The name and address of the Incorporator signing these Articles of Incorporation is:

DR. HARVEY J. GROSSBARD
17110 NE 12th Avenue
North Miami Beach, FL 33180

8. **Amendment of Articles.**

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

9. **Pre-emptive Rights.**

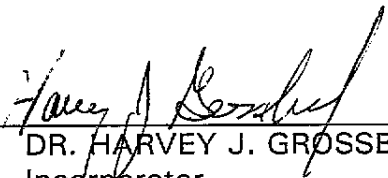
Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/her to exercise

**Articles of Incorporation
HARJAN HOLDINGS, INC.**

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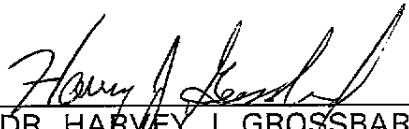
his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of June, 1998.



DR. HARVEY J. GROSSBARD
Incorporator

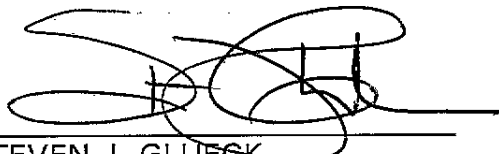
I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.



DR. HARVEY J. GROSSBARD
Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 28th day of June, 1998 by DR. HARVEY J. GROSSBARD who is personally known to me and who did take an oath.



STEVEN J. GLUECK
Notary Public
State of Florida at Large

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