

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : 072720000266
Phone : (941) 366-4800
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FOREIGN PROFIT QUALIFICATION

THE KENNETH MORRIS GROUP, INC.

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**APPLICATION BY THE KENNETH MORRIS GROUP, INC.,
A DELAWARE CORPORATION,
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with section 607.1503, Florida Statutes, The Kenneth Morris Group, Inc., a Delaware corporation (the "Corporation"), submits the following to register to transact business in the State of Florida:

1. Name. The name of the Corporation is The Kenneth Morris Group, Inc.
2. Jurisdiction. The Corporation is organized under the laws of the State of Delaware.
3. Tax Identification Number. The Corporation had applied for its federal employer identification number.
4. Date of Incorporation. The date of incorporation of the Corporation is February 6, 2001.
5. Duration. The existence of this corporation shall be perpetual.
6. Date of First Business. The Corporation shall first transact business in the State of Florida upon its qualification.
7. Principal and Mailing Address. The principal office and mailing address for the Corporation shall be 630 South Owl Drive, Sarasota, Florida 34236.
8. Purpose. The purpose for which the Corporation is authorized in Delaware to be carried out in the State of Florida is to engage in any activity or business permitted under the laws of the United States, the laws of the State of Delaware, and of the State of Florida.
9. Registered Office. The address of the Corporation's registered office in the State of Florida shall be 200 South Orange Avenue, in the City of Sarasota, Florida 34236, and the registered agent in charge thereof shall be Peter T. Currin.

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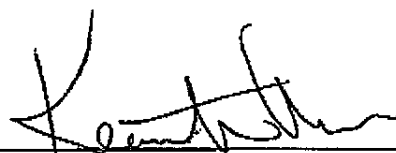
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By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

10. Officers and Directors. The name and address of the sole officer and director of the Corporation is Kenneth Morris, President, Secretary, Treasurer, and Director, 630 South Owl Drive, Sarasota, Florida 34236.

11. Certificate of Existence. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the State of Delaware, the law under which the Corporation is incorporated.

Dated this 23rd day of April 2001.


Kenneth Morris, President


Peter T. Currin, Registered Agent

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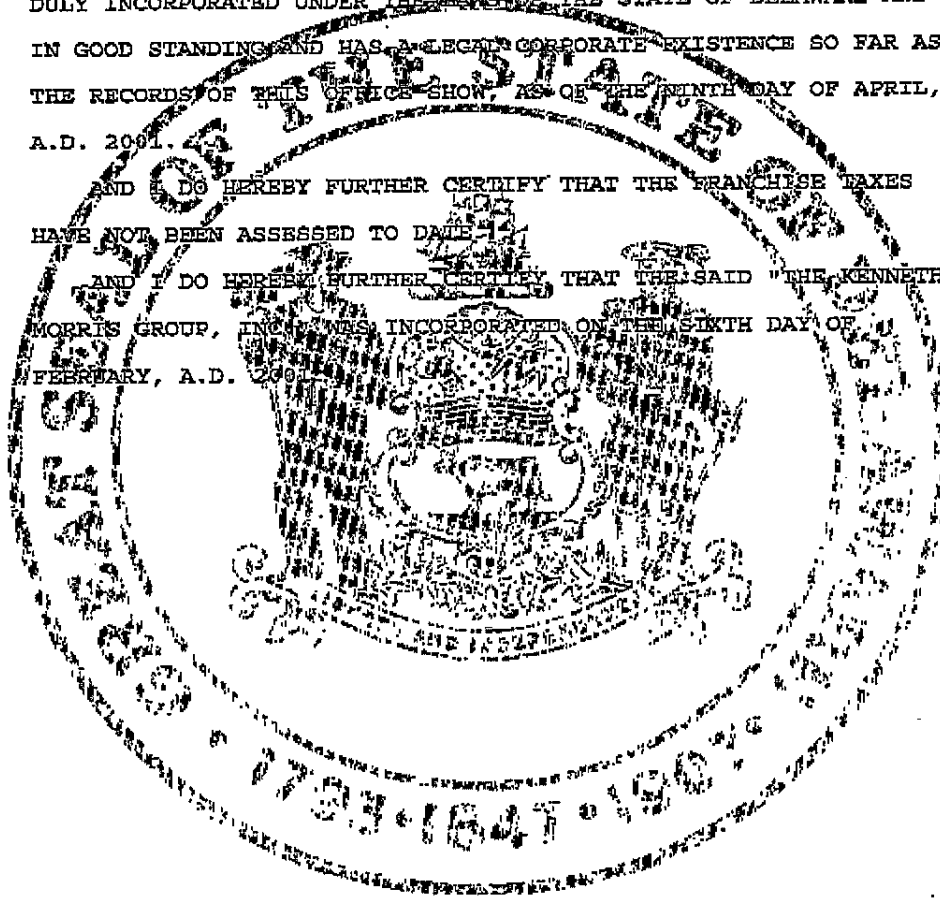
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State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE KENNETH MORRIS GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE KENNETH MORRIS GROUP, INC." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 2001.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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