

# F03000000408

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(Business Entity Name)

(Document Number)

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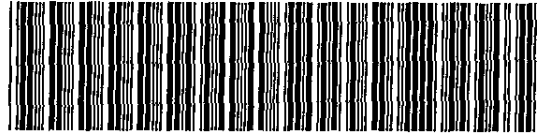
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789, 637, 671

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FILED  
03 JAN 27 AM 9:23  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

January 3, 2003

DAVID A KALUNIAN CAP  
PO BOX 1063  
MODESTO, CA 95353

SUBJECT: MORGAN COMMUNICATIONS, INC.  
Ref. Number: W02000031674

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JAN 27 AM 9:23

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We have received your document for MORGAN COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 003A00000267



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

November 5, 2002

DAVID A KALUNIAN CAP  
PO BOX 1063  
MODESTO, CA 95353

SUBJECT: MORGAN COMMUNICATIONS, INC.  
Ref. Number: W02000031674

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JAN 27 AM 9:23

FILED

We have received your document for MORGAN COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return 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) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 402A00060412

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MORGAN COMMUNICATIONS, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DAVID A. KALUNIAN, CPA

(Name of Person)

KALUNIAN & MILLIKEN LLP

(Firm/Company)

P. O. BOX 1063

(Address)

MODESTO, CA 95353

(City/State and Zip code)

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03 JAN 27 AM 9:23  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

DAVID A. KALUNIAN

(Name of Person)

at ( 209 ) 529-0731

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

WRITTEN CONSENT OF THE SOLE DIRECTOR

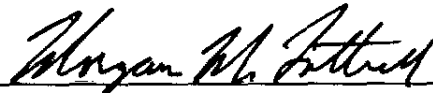
OF

MORGAN COMMUNICATIONS, INC.  
a California corporation

November 30, 2002

The undersigned, being the sole director of Morgan Communications, Inc., a California corporation (the "Corporation"), hereby takes the following action and adopts the following resolution by written consent pursuant to the authority set forth in Section 307(b) of the California Corporations Code, and in accordance with the bylaws of the Corporation.

RESOLVED, that the Corporation adopt the alternate name of MMF COMMUNICATIONS, INC. for use in the state of Florida.

  
\_\_\_\_\_  
Morgan M. Fottrell  
President

**FILED**  
03 JAN 27 AM 9:23  
TERRY J. SIMS  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MORGAN COMMUNICATIONS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CALIFORNIA 3. 95-4124159
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/17/1987 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8/19/2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5464 JED SMITH ROAD, HIDDEN HILLS, CA 91302
(Principal office address)

5464 JED SMITH ROAD, HIDDEN HILLS, CA 91302
(Current mailing address)

8. MOTION PICTURE PRODUCTION
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: MORGAN M. FOTRELL, III
FF2 LLC

Office Address: 605 LINCOLN ROAD, 5TH FLOOR

MIAMI BEACH Florida 33139
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Morgan M. Fotrell
(Registered agent's signature)

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

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03 JUN 27 AM 9:23
STATE OF FLORIDA
TALLAHASSEE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: MORGAN M. FOTTRELL, III

Address: 5464 JED SMITH ROAD

HIDDEN HILLS, CA 91302

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS

President: MORGAN M. FOTTRELL, III

Address: 5464 JED SMITH ROAD

HIDDEN HILLS, CA 91302

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Morgan M. Fottrell*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MORGAN M. FOTTRELL, III - PRESIDENT  
(Typed or printed name and capacity of person signing application)

# State of California



## SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **17th day of September, 1987**, **MORGAN COMMUNICATIONS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of September 30, 2002.



*Bill Jones*  
BILL JONES  
Secretary of State

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