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DIVISION OF CORPORATIONS

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

Morgan Investment & Holdings, LLC

| | |
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ARTICLES OF ORGANIZATION

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TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida limited liability company is:
Morgan Investment & Holdings, LLC

Article II. Address

The Company's street and mailing address is:
Morgan Investment & Holdings, LLC
P.O. Box 1676
Fort Lauderdale FL 33302 UNITED STATES OF AMERICA

Article III. Registered Agent

The name and street address of the Company's registered agent is:
The Perry Law Firm, P.A.
9130 South Dadeland Blvd.
Suite 1500
Miami FL 33158

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

James H. Perry II, Esq. | FL Bar Member 991491
The Perry Law Firm, P.A.
9130 South Dadeland Blvd., Suite 1500
Miami FL 33156
305-321-7000

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

LISA MORGAN
P.O. Box 1676 Fort Lauderdale FL 33302

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TALLAHASSEE, FLORIDA

Article VI. Company Existence

The Company's existence shall begin effective as of March 29, 2005.

The undersigned authorized representative of a member executed these Articles of Organization on March 30, 2005.



JAMES H. PERRY II, ESQ.
by D. Stoutt as attorney-in-fact

James H. Perry II, Esq. 1 FL Bar Member 991491
The Perry Law Firm, P.A.
9130 South Dadeland Blvd., Suite 1500
Miami FL 33156
305-321-7000

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Morgan Investment & Holdings, LLC

REGISTERED AGENT/OFFICE:

The Perry Law Firm, P.A.
9130 South Dadeland Blvd.
Suite 1500
Miami FL 33158

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



THE PERRY LAW FIRM, P.A.
by D. Stoutt as attorney-in-fact

Date: March 30, 2005

James H. Perry II, Esq. | FL Bar Member 991491
The Perry Law Firm, P.A.
9130 South Dadeland Blvd., Suite 1500
Miami FL 33158
305-321-7000

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