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PETER JORGENSEN

*Attorney-at-Law*

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Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314


4/3/96

Dear Division:

Enclosed please find \$70 filing fee and \$52.50, total \$122.50, for certified copy of Articles, of  
Not for Profit Corporation MORPHIS, INC., with original and a copy of the Articles of  
Incorporation.

700001811347  
-05/07/96--01090--019  
\*\*\*\*122.50 \*\*\*\*122.50

Regards,

  
Peter Jorgensen, attorney for Incorporator of Morphis Inc.

Dmc  
5-10-96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
MORPHIS, INC.

ARTICLE ONE - NAME AND PURPOSE

The name of this corporation shall be MORPHIS, INC., and it shall be A NOT FOR PROFIT CORPORATION organized pursuant to the Florida Statutes, Chapter 617 and any successor statutes, and organized and operated exclusively for the not for pecuniary profit purpose of providing financial aid to students for educational purposes.

ARTICLE TWO - SHARES OF STOCK

The corporation is not authorized to issue shares of stock, but this provisions may be modified by amendment to these articles or bylaws..

ARTICLE THREE - PRINCIPAL OFFICE

The principal office of this corporation shall be 1521 3rd Ave., Vero Beach, Florida 32960 which shall be its mailing address.

ARTICLE FOUR - REGISTERED AGENT

The registered agent for service of process on this corporation shall be MAURICE NEIRA, and his address for the registered office is 1521 3rd Ave., Vero Beach, Florida 32960.

I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THE POSITION OF  
REGISTERED AGENTS FOR THIS CORPORATION


  
Maurice Neira  
REGISTERED AGENT

ARTICLE FIVE - INITIAL DIRECTORS

The initial directors of the corporation shall be the officers as set forth herein, and thereafter directors shall be elected by the members of the corporation at that time, by majority vote, and this provision may be amended by the bylaws of the corporation, but there shall never be less than three directors:

DIRECTORS:

MAURICE NEIRA, 1521 3rd Ave., Vero Beach, Florida ..... President  
MICHELLE NEIRA, 1521 3rd Ave., Vero Beach, Florida.....Vice President  
ANDRE NEIRA, 1645 31st Ave, Vero Beach, Florida..... Treasurer  
MIRIAM FONSECA 2240 54th Ave Vero Beach, Florida.....Secretary

 GARWIN F. DAVIS - 1521 3rd Ave VEB FLA.

ARTICLE SIX - INCORPORATOR

The incorporator signing these articles is MAURICE NEIRA, President, 1521 3rd Ave., Vero Beach, Florida 32960.

ARTICLE SEVEN - TAX EXEMPTION

This corporation shall in all ways be organized and operated exculsively so as to fully comply with Section 501(c)(3) and (12) of the Internal Revenue Code as may be revised, and any successor Section of the said Code, so as to be exempt from taxation thereunder; and so as to

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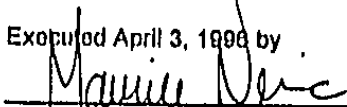
SECRET  
TALLAHASSEE, FLORIDA

qualify and remain as A NOT FOR PROFIT CORPORATION organized pursuant to the Florida Statutes, Chapter 617 and any successor statutes, and only with the purpose of not for pecuniary profit providing financial aid to students for educational purposes..

#### ARTICLE EIGHT - ASSETS

Other than payment of reasonable compensation, the assets and not earnings of the corporation will not inure to the benefit of any member, officer or director of the corporation. The corporation will not use more than an insubstantial amount of its gross receipts to carry on propaganda or attempts to influence legislation, and will not participate or intervene in, including the publishing or distributing of statements, any political campaign on behalf of or in opposition to, any candidate for public office. Members will not have any vested interest in the corporation's assets. Upon dissolution of this corporation, the assets of the corporation will not be distributed to its members, but will be distributed to one or more Section 501(c)(3) organizations or governmental activities.

Executed April 3, 1998 by

  
MAURICE NEIRA as President