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FILED
TRANSMITTAL LETTER
99 DEC 27 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800003080159--2
-12/27/99--01048--003
*****70.00 *****70.00

SUBJECT: Morin Group Management Company

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$70.00 is enclosed. This represents payment for:

Articles of Incorporation
Designation of and Acceptance by a Registered Agent
Certified copy of Articles of Incorporation

FROM:

Hilda DeLisi For
GILLES COURCHENE

Gilles Courchene,
10282 Buena Ventura Drive
Boca Raton, Florida 33498
(561) 716-7747

PH 1/4/2000✓

**Articles of Incorporation
of
Morin Group Management Company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is **MORIN GROUP MANAGEMENT COMPANY**.

ARTICLE II

The existence of the corporation shall begin on DECEMBER 20, 1999.

ARTICLE III

The street address of the principal office of the corporation is 10282 Buena Ventura Drive, Boca Raton, Florida 33498.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 100, par value \$10.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 10282 Buena Ventura Drive, Boca Raton, Florida 33498. The initial registered agent for the corporation at that address is Gilles Courchene at 10282 Buena Ventura Drive, Boca Raton, Florida 33498.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:

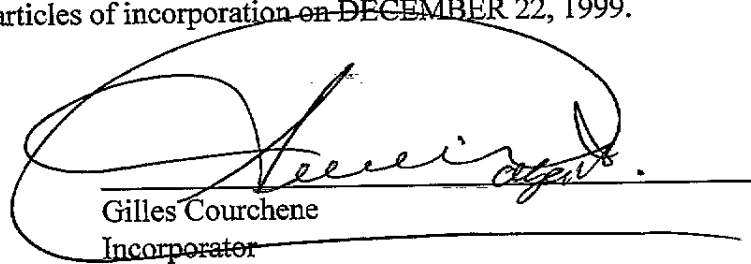
Name

Address

Gilles Courchene

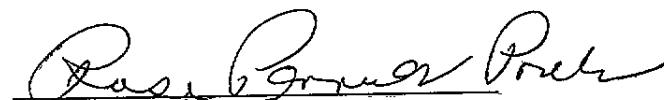
10282 Buena Ventura Drive
Boca Raton, Florida 33498

The undersigned has executed these articles of incorporation on ~~DECEMBER 22, 1999~~.

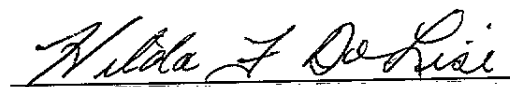


Gilles Courchene
Incorporator

WITNESSES:



Rose Pannullo Podber
230 S. Powerline Road
Deerfield Beach, Florida 33442



Hilda F. DeLisi
230 S. Powerline Road
Deerfield Beach, Florida 33442

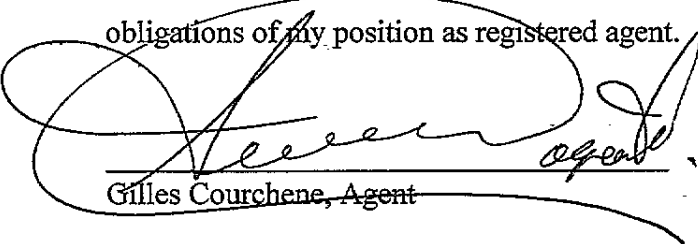
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: MORIN GROUP MANAGEMENT COMPANY
2. The name and address of the registered agent and office is:

Gilles Courchene
10282 Buena Ventura Drive
Boca Raton, Florida 33498.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Gilles Courchene, Agent

DECEMBER 20, 1999

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TALLAHASSEE, FLORIDA