

**Steven K. Grover, Attorney at Law**  
Member of the Florida and Wisconsin Bars

Telephone: 941-592-5109  
Facsimile: 941-592-5301  
E-Mail: groverlo@peganet.com

# TRANSMITTAL LETTER

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FROM: Steven K. Grover  
868 99<sup>th</sup> Avenue North  
Suite 1  
Naples, Florida 34108  
Telephone: 941-592-5109  
Facsimile: 941-592-5301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

L. R. MORGAN & CO.

ARTICLE I. CORPORATE NAME

The name of this corporation is: L. R. Morgan & Co.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:  
10456 Wild Turkey Avenue, Bonita Springs, Florida 34135

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1000 shares, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are: Steven K. Grover 868 99<sup>th</sup> Avenue North, Suite 1, Naples, Florida 34108

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators of these articles of incorporation are:  
Lawrence Reed Morgan, Jr. 10456 Wild Turkey Avenue, Bonita Springs, Florida 34135

ARTICLE VI. TRANSFER RESTRICTIONS

If the holders of any of the corporation's shares or other securities (collectively, the "corporation's securities") enter into one or more written agreements among themselves or among themselves and the corporation that impose limitations on the transfer of the corporation's securities or that otherwise provide for the purchase and sale of the corporation's securities upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of the corporation's securities in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire the corporation's securities from or through a party to the agreement shall be bound by the agreement's terms and provisions as if they were parties to the agreement.

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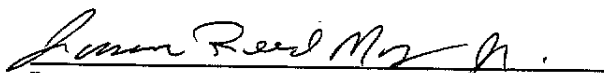
## ARTICLE VII. TRANSFER RESTRICTIONS IF "S CORPORATION"

At any time that the corporation is an "S corporation" as that term is defined in the Internal Revenue Code of 1986, as amended, and regardless of the existence of any written agreement to the contrary, no shareholder may transfer, either directly or indirectly, any shares of the corporation to any person or entity if the transfer would disqualify the corporation as an S corporation under any federal or state statute, rule, or regulation, and any such attempt to transfer shares of the corporation shall be void and ineffective in all respects.

## ARTICLE VIII. JOINTLY-HELD STOCKS

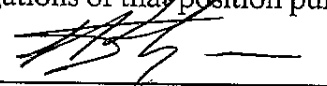
In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

The undersigned have executed these Articles of Incorporation on this 27<sup>th</sup> day of January, 2000.

  
Lawrence Reed Morgan, Jr., Incorporator

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for L. R. Morgan & Co., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Steven K. Grover

Date: 1-27-00

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