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ENGLAND & DONATO

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

LEVI ENGLAND
RICHARD T. DONATO, P.A.

7700 DAVIE ROAD EXTENSION
HOLLYWOOD, FLORIDA 33024
TELEPHONE (954) 964-0000
FACSIMILE (954) 964-0005

November 20, 2000

Corporate Records Bureau
Division of Corporations
Attn: New Filings
Department of State
409 East Gaines Street
Tallahassee, FL 32399

400003472804--4
-11/21/00--01071--003
*****78.75 *****78.75

Via United Parcel Service

Re: MORGAN ANDREW, INC.

Dear Sir(s):

We have enclosed herein the original and one (1) copy of the Articles of Incorporation for **MORGAN ANDREW, INC.** We would appreciate your filing the corporation.

Also enclosed is our check in the amount of \$78.75 covering the filing fee, stock tax, cost of a certified copy of the Articles, and designation of registered agent.

Thank you.

Very truly yours,
ENGLAND & DONATO

Levi England
For the Firm

LE/sd
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MORGAN ANDREW, INC.

I, **RONALD J. DIXON**, being of legal age, do hereby sign these presents for the purposes of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations, as the incorporator, and whose residence address is: 2863 Northeast 26th Place, Fort Lauderdale, FL 33306.

ARTICLE I

The name of the corporation shall be:

MORGAN ANDREW, INC.

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. Establishment and operation of any lawful business permitted under the laws of the United States and of the State of Florida, including the purchase and sale of real and personal property, including the management thereof.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally, to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description.

C. To conduct all types of business operations, to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by Conveyance, Agreement for Deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive Notes, Bonds, Debentures of other evidences thereof, and Mortgage, Trust Deed, Pledges or other securities for the payment of same.

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or partly; and to pay for the same in cash, Stocks or Bonds of the company or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder.

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including Stocks, Bonds, Debentures, Mortgages, Notes, evidencing shares of or interest in common law Trusts, Trusts and Trust Estates or associations, Certificates of Trust or beneficial interests in Trusts, Mortgages, Contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not

be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder quorum or vote.

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE II

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

1,000 shares of common stock with \$1.00 par value.

ARTICLE III

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

The initial street address of said corporation shall be:

2863 Northeast 26th Place
Fort Lauderdale, FL 33306

with the privileges of having its office and branch offices at other places within or without the State of Florida. The principal business address for the corporation shall be:

2863 Northeast 26th Place
Fort Lauderdale, FL 33306

ARTICLE V

The number of Directors of this corporation shall be not less than one (1) nor more than three (3) and the initial Board of Directors of this corporation shall be comprised of one (1) member.

ARTICLE VI

The names and street addresses of the person who is appointed to act as Director until the first annual meeting of the stockholders or until his successor is elected and shall qualify are:

RONALD J. DIXON

2863 Northeast 26th Place
Fort Lauderdale, FL 33306

ARTICLE VII

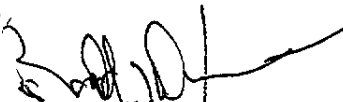
These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the Stock entitled to vote thereon.

ARTICLE VIII

The corporation has designated as its Registered Agent,
RONALD J. DIXON

who is a resident of the State of Florida, and whose business office is 2863 Northeast 26th Place, Fort Lauderdale, FL 33306.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and according have hereunto set my hand and seal this 20 day of November, 2000.

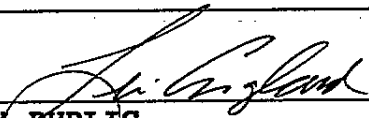


RONALD J. DIXON

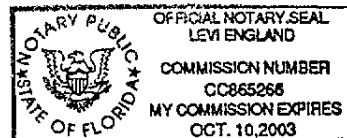
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20 day of November, 2000, by RONALD J. DIXON who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC
State of Florida
Printed Name: _____
Commission # _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

MORGAN ANDREW, INC., organized under the laws of the State of Florida with its principal office at:

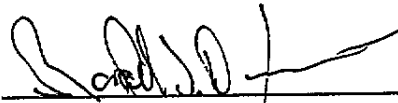
2863 Northeast 26th Place
Fort Lauderdale, FL 33306

has named:

RONALD J. DIXON

located at that address as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this capacity, I agree to comply with the provisions of said act relative to keeping open said office.



RONALD J. DIXON

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TALLAHASSEE, FLORIDA