

ACCOUNT NO.: 07210000032

REFERENCE :

938779

7234473

AUTHORIZATION

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COST LIMIT : \$ 70.00

ORDER DATE: December 19, 2000

ORDER TIME : 11:33 AM

ORDER NO. : 938779-001

CUSTOMER NO:

7234473

CUSTOMER: Mr. Joseph L. Morgan

Mr. Joseph L. Morgan

14409 Eagle Pointe Drive

Clearwater, FL 33762_...

DOMESTIC FILING

NAME:

MORGAN TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX __ ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

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SECRETARY OF ST

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DEPARTMENT OF STATE DEPART

12/29

ARTICLES OF INCORPORATION

OF

MORGAN TECHNOLOGIES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MORGAN TECHNOLOGIES, INC.

The address of the principal office of this corporation shall be 14409 Eagle Pointe Drive, Clearwater, Florida 33762, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 14409 Eagle Pointe Drive,

Clearwater, Florida 33762, and the name of the initial registered agent of the corporation at that address is Joseph L. Morgan.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Joseph L. Morgan Dir.

14409 Eagle Pointe Drive, Clearwater, Florida 33762

Sonja Morgan Dir.

14409 Eagle Pointe Drive, Clearwater, Florida 33762

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on December 29, 2000.

Its Agent, Laura R. Dunlap

Incorporator

jkg

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Joseph L. Morgan, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MORGAN TECHNOLOGIES, INC.

Joseph L. Morgan is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name:

Joseph I

Morgan

jkg

PILL)

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SECRETARY OF STATE