

PO1000009253



ACCOUNT NO. : 072100000032

REFERENCE : 975589 6099A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pruitt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 24 PM 4:03

ORDER DATE : January 24, 2001

ORDER TIME : 2:40 PM

ORDER NO. : 975589-005

CUSTOMER NO: 6099A

CUSTOMER: Tracie A. Castiglia, Secretary
Moyle Flanigan Katz Kolins
Raymond & Sheehan
P. O. Box 3888
625 N. Flagler Dr., 9th Floor
West Palm Beach, FL 33401

800003573748--7

DOMESTIC FILING

NAME: MORRIS PALMETTO CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED
01 JAN 24 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

ARTICLES OF INCORPORATION
OF
MORRIS PALMETTO CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 24 PM 4:03

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be MORRIS PALMETTO CORPORATION (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 120 E. Palmetto Park Road, Suite 425, Boca Raton, FL 33432.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 120 E. Palmetto Park Road, Suite 425, Boca Raton, FL 33432. and the name of the initial registered agent of this Corporation at that address is William E. Morris.

ARTICLE VIII

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

William E Morris
120 E. Palmetto Park Road, Suite 425
Boca Raton, FL 33432

Scott Morris
120 E. Palmetto Park Road, Suite 425
Boca Raton, FL 33432.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: William E. Morris, 120 E. Palmetto Park Road, Suite 425, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of January, 2001.



William E. Morris, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

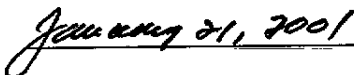
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT MORRIS PALMETTO CORPORATION, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL
REGISTERED OFFICES AT 120 E. PALMETTO PARK ROAD, SUITE 425, BOCA
RATON, FL 33432. HAS NAMED WILLIAM E. MORRIS LOCATED AT 120 E.
PALMETTO PARK ROAD, SUITE 425, BOCA RATON, FL 33432, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



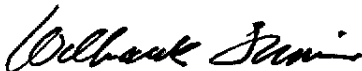
WILLIAM E. MORRIS, Incorporator



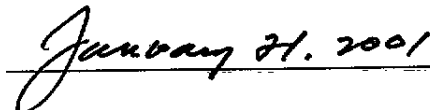
(Date)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 24 PM 4:03

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA
STATUTES.



WILLIAM E. MORRIS, Registered Agent



(Date)