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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

THE LAW OFFICES OOF SPENCER G. MORGAN, P.A.

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B. McKnight JAN 29 2001

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TALLAHASSEE, FLORIDA

(4)

**H01000011390**  
**ARTICLES OF INCORPORATION****OF****The Law Offices of Spencer G. Morgan, P.A.**

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: The Law Offices of Spencer G. Morgan, P.A.

**ARTICLE II DURATION**

This corporation should have perpetual existence.

**ARTICLE III PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 777 Brickell Avenue, Suite 1114, Miami, Florida 33131

**ARTICLE IV PURPOSE**

The purpose of this corporation shall be : THE PRACTICE OF LAW

**ARTICLE V CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares having an individual par value of \$ .01.

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**H01000011390****ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:  
Spencer G. Morgan, 777 Brickell Avenue, Suite 1114, Miami,  
Florida 33131

**ARTICLE VII BOARD OF DIRECTOR(S)**

The name and address of the initial board of directors shall be:


**P/S/T/D**  
Spencer G. Morgan 777 Brickell Avenue, Suite 1114  
Miami, Florida 33131

**ARTICLE VIII INCORPORATOR(S)**

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
2444 N.W. 7<sup>TH</sup> PLACE  
MIAMI, FL 33127

The undersigned has (have) executed these Articles of Incorporation  
this 26 day of JANUARY, 2001.

  
Ray Stormont/President  
Signing for  
Empire Corporate Kit of America, Inc.

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

The Law Offices of Spencer G. Morgan, P.A.  
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY 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.

  
REGISTERED AGENT

Spencer G. Morgan

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