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VALLAR & WEAVER, P.A.
ATTORNEYS AT LAW

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October 2, 2001

Florida Dept. of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Morningblue Soulutions, Inc.

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation and one (1) copy, together with a check for \$78.75 for the above corporation.

Once incorporated, please send the confirmation to the above office.

Sincerely,



Giorgio Vallar
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of the corporation shall be:

MORNINGBLUE SOULUTIONS, INC.

ARTICLE II

PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida under F.S. 607.0301 and 607.0302, as amended.

ARTICLE III

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 1716
Safety Harbor, Florida 34695

ARTICLE IV

SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is:

1000 shares, each share having a par value of One Dollar (\$1.00) per share

ARTICLE V
REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Terance McLaughlin, Jr.
1175 Main Street
Safety Harbor, Florida 34695

ARTICLE VI
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Terance McLaughlin, Jr.
1175 Main Street
Safety Harbor, Florida 34695

ARTICLE VII
INITIAL OFFICERS

The Initial Officers of the Corporation shall be:

President	Donald James Debore
Vice-President	Mark E. Sanders
Secretary	Brian Williams
Treasurer	Terance McLaughlin, Jr.

whose addresses shall be same as the principal office of the Corporation.

ARTICLE VIII
INITIAL DIRECTORS

The Initial Directors of the Corporation shall be:

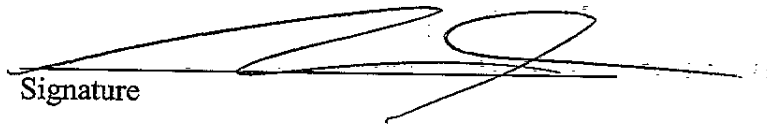
Name

DONALD JAMES DEBORE
MARK E. SANDERS
BRIAN WILLIAMS

TERANCE MCLAUGHLIN, JR.
DOUGLAS ADDISON

whose addresses shall be the same as the principal office of the Corporation.

The undersigned incorporator(s) has(have) executed
these Articles of Incorporation this 28 day of September, 2001.

Signature 

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

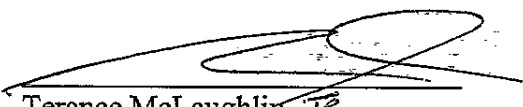
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is MORNINGBLUE SOULUTIONS, INC.
2. The name and address of the registered agent and office is:

Terance McLaughlin, Jr.
1175 Main Street
Safety Harbor, Florida 34695

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Terance McLaughlin

9/28/2001
Date