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LEONARD H. BAIRD, JR.

ATTORNEY AT LAW

POST OFFICE DRAWER 121066

CLERMONT, FLORIDA 34712-1066

E-MAIL ADDRESS: LEONARDHBAIRDJR@AOL.COM

635 WEST HIGHWAY 50
SUITE A

TELEPHONE (352) 394-2114
TELECOPIER (352) 394-0180

December 17, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: MORPHET ENTERPRISES, INC.

600004730726--3

-12/18/01--01050--004

****122.50 *****

178.75

Dear Sir:

Enclosed for filing are original Articles Of Incorporation,
Appointment Of Registered Agent, and Certificate Designating
Place Of Business, along with my check in the amount of \$122.50
representing the following:

Filing Fee-----	\$ 35.00
Certified Copy-----	52.50
Registered Agent Designation-----	<u>35.00</u>

TOTAL-----\$122.50

Please forward a certified copy to me at your earliest
convenience in the enclosed express mail overnight envelope.

Very truly yours,

Leonard H. Baird, Jr.

LEONARD H. BAIRD, JR.

LHB/rpe
Enclosures
Express Mail Delivery

FILED
01 DEC 18 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MORPHET ENTERPRISES, INC.

ARTICLE I - NAME

The name of this corporation is MORPHET ENTERPRISES, INC.,
and its principal office and mailing address is:

10716 Bay Lake Road, Groveland, Florida 34736.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of
common stock having a par value of \$10.00.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 prorata
share thereof (as nearly as may be done without issuance of
fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 10716 Bay Lake Road, Groveland, Florida 34736. The name of the initial Registered Agent of this corporation at that address is: MARJORIE MORPHET.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 2 or more than 5. The names and addresses of the initial directors of this corporation are:

MARJORIE MORPHET	P. O. Box 711 Groveland, Florida 34736
DONALD M. MORPHET	P. O. Box 711 Groveland, Florida 34736

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

MARJORIE MORPHET	P. O. Box 711 Groveland, Florida 34736
DONALD M. MORPHET	P. O. Box 711 Groveland, Florida 34736

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles Of Incorporation this 10th day of
December, 2001.


MARJORIE MORPHET


DONALD M. MORPHET

STATE OF FLORIDA)
 : SS.
COUNTY OF LAKE)

BEFORE ME, a Notary Public duly authorized to take
acknowledgments in the State and County named above, personally
appeared MARJORIE MORPHET and DONALD M. MORPHET, known to
me and known by me to be the persons who executed the foregoing
Articles Of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County named above this 10th
day of December, 2001.




Notary Public - Holli Y. Rutledge

APPOINTMENT OF REGISTERED AGENT

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The Division of Corporations of the Department of State uses the following form to designate the registered agent ^{SECRETARY OF STATE} TALLAHASSEE FLORIDA

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:

First-MORPHET ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Groveland, State of Florida, has named MARJORIE MORPHET, located at P. O. Box 711, Groveland, Florida 34736, as its agent to accept service of process within Florida.

Signature:

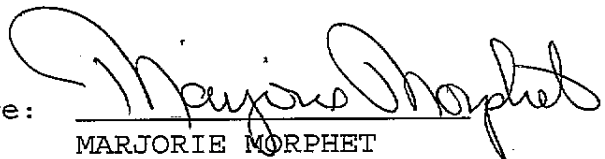

MARJORIE MORPHET
Corporate Officer

Title: President

Date: December 10th, 2001

Having been named 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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:


MARJORIE MORPHET
Resident Agent

Date: December 10th, 2001

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

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

First that MORPHET ENTERPRISES, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles Of Incorporation at City of Groveland, County of Lake, State of Florida, has named MARJORIE MORPHET, located at P. O. Box 711, Groveland, Florida 34736, City of Groveland, State of Florida, as its agent to accept service of process within this state.

OFFICERS: AFFIX TITLES:

NAME:

SPECIFIC ADDRESS:

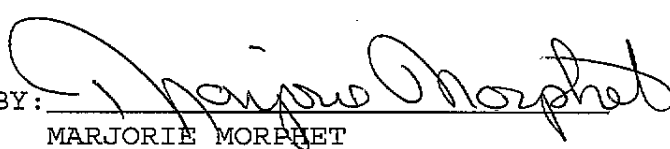
MARJORIE MORPHET -President

P. O. Box 711
Groveland, Florida 34736

DONALD M. MORPHET-Vice President

P. O. Box 711
Groveland, Florida 34736


BY:


MARJORIE MORPHET
Corporate Officer

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY:


MARJORIE MORPHET
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA