

P02000037556

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

900005178719--1

-04/01/02--01023--016

*****78.85 *****78.75

SUBJECT : MORGAN HOLDINGS, INC.

(Proposed corporate name -must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for:

\$78.75 Filing fee and Certificate

FROM : KEITH MORGAN
(Name)

1118 CAPE CORAL PKWY EAST.
(Address)

CAPE CORAL, FLORIDA 33904
(City, State & Zip)

941-542-8830
Daytime Telephone number

FILED
02 APR -1 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the articles.

041-05-0

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be :

MORGAN HOLDINGS, INC.

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

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

1118 CAPE CORAL PKWY EAST.
CAPE CORAL, FL 33904

ARTICLE III SHARES

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

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

KEITH MORGAN
1118 CAPE CORAL PKWY EAST
CAPE CORAL, FLORIDA 33904

ARTICLE V INCORPORATOR(S)

See Instructions for officers/directors

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

KEITH MORGAN
1118 CAPE CORAL PKWY EAST.
CAPE CORAL, FLORIDA 33904

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this :

29th day of March 2002

(An additional article must be added if an effective date is requested)

Keith Morgan President

Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE 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.

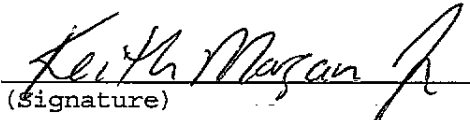
1. The name of the corporation is:


MORGAN HOLDINGS, INC.

2. The name and address of the registered agent and office is:

KEITH MORGAN
1118 CAPE CORAL PKWY EAST.
CAPE CORAL, FLORIDA 33904

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.


(Signature)


Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

TRANSMITTAL LETTER