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TRANSMITTAL LETTER

FILED
02 AUG - 1 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-08/01/02--01043--012
*****78.75 *****78.75

SUBJECT: Morgan Forest, Inc.

(Proposed corporate name-must include suffix)

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

☐ \$70.00
Filing fee

☒ \$78.75
Filing fee
& Certificate

☐ \$122.50
Filing fee
& Certified Copy

☐ \$131.25
Filing fee,
Certified Copy
& Certificate

FROM: Clifton H. Rodriguez, C.P.A.
Name (printed or typed)

3146 N.W. 68 Street

Ft. Lauderdale, Florida 33309

Voice: (954) 969-9380

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

8-2-02
[Signature]

ARTICLES OF INCORPORATION

For

Morgan Forest, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I-Name of the Corporation

The name of the corporation shall be:

Morgan Forest, Inc.

Article II-Nature or Purpose of the Business

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state. The corporation will engage in agricultural-related services, and grow produce for its customers in the Tri-County area, the State of Florida, and the world. The corporation will comply with any professional regulations imposed by state agencies within the State of Florida as well.

Article III-Principal Office

The principal business mailing address of this corporation shall be:

5658 Ranches Road
Lake Worth, Florida 33463
Voice: (954) 242-8895

Article IV-Number of Shares Authorized

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

One Thousand (1,000)

(The par value of the corporation common stock will be \$1.00) William and Mary Gannon Morgan will each own 75% and 25% respectively of the outstanding shares of the corporation stock (i.e., equity of the corporation).

Article V-Initial Registered Agent

The name and address of the initial registered agent is:

Clifton H. Rodriquez, C.P.A.
3146 N.W. 68 Street
Ft. Lauderdale, Florida 33309
(954) 969-9380

ARTICLES OF INCORPORATION

For

Morgan Forest, Inc.

Article VI-Subscriber(s)

William E. Morgan
5658 Ranches Road
Lake Worth, Florida 33463

Mary Gannon-Morgan
5658 Ranches Road
Lake Worth, Florida 33463

The undersigned subscribers have executed these Articles of Incorporation this

30th day of July, 2002

x William E. Morgan
(Signature)

Mary Gannon-Morgan
(Signature)

Article VII-Perpetual Life

The corporation shall have a perpetual existence unless a majority of board of directors, or the shareholders decides to discontinue the existence of the corporation.

ARTICLES OF INCORPORATION

For

Morgan Forest, Inc.

Article VIII-Appointment of the Officers and Board of Directors

The Board of Directors shall be appointed in accordance with the Bylaws of the corporation. Each Board member shall be appointed in accordance with the Bylaws of the corporation, and shall carry out their responsibilities in a sincere and trustworthy manner. The following officers have been appointed by the Board of Directors of this corporation:

<u>Name</u>	<u>Position</u>
William E. Morgan	President/CEO/Chairperson
Mary E. Gannon-Morgan	Corporate Secretary/Director
Clifton H. Rodriquez, CPA	CPA/Board Advisor/Register Agent

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

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

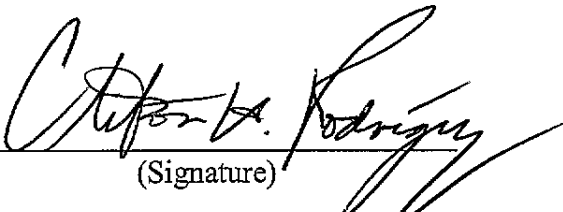
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

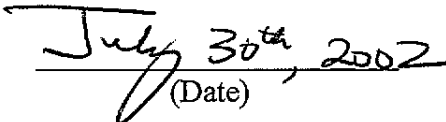
1. The name of the corporation is: **Morgan Forest, Inc.**

2. The name and address of the registered agent and office are as follows:

Clifton H. Rodriguez, C.P.A.
3146 N.W. 68 Street
Ft. Lauderdale, Florida 33309

Having been named as registered agent and to accept service 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 obligation of my position as registered agent.


(Signature)


(Date)