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ALISON D. WALLER 2890 NORTH DIXIE HIGHWAY BOCA RATON, FLORIDA 33431-6844

FEBRUARY 2, 2004

Secretary of State Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE: THE MORGAN JAMES COMPANY

Dear Sir or Madam:

Enclosed are two (2) original copies of the Articles of Incorporation for the above-referenced entity. Also, enclosed is my check in the amount of \$70.00 representing the necessary fees to file same as follows:

Filing Fee \$ 35.00 Designation of Registered Agent 35.00

Please return a stamped filed copy of the Articles of Incorporation, once filed, in the enclosed self-addressed, prepaid envelope provided for that purpose.

If you have any questions, please do not hesitate to contact the undersigned.

Very fruly yours,

ALISON D. WALLER

Enclosures

ARTICLES OF INCORPORATION

TILED

OF

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DECKLIARY OF STATE TALLAHASSEE, FLORIDA

THE MORGAN JAMES COMPANY

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

ARTICLE I NAME

The name of the corporation is THE MORGAN JAMES COMPANY

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

2890 NORTH DIXIE HIGHWAY BOCA RATON, FLORIDA 33431-6844

ARTICLE III CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MAX KARYO, ESQ.
370 W. CAMINO GARDENS BOULEVARD
BOCA RATON, FLORIDA 33432

ARTICLE V PURPOSE

The Corporation may engage in any lawful activities permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VI INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

ALISON D. WALLER 2890 NORTH DIXIE HIGHWAY BOCA RATON, FLORIDA 33431-6844

ARTICLE VII

The name and address of the initial Director is:

ALISON D. WALLER 2890 NORTH DIXIE HIGHWAY BOCA RATON, FLORIDA 33431-6844

ARTICLE VIII DURATION

This corporation shall have a perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Secretary of State.

The undersigned has executed these Articles of Incorporation this _____ day of February, 2004.

ALISON D. WALLER

Incorporator

Dated:

FLED

ACCEPTANCE OF REGISTERED AGENT

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Having been named as Registered Agent to accept AHAY UF STATE process for the above-stated corporation at the place designed in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

MAX KARYO, ESQ. Registered Agent

Dated:

2/2/04