

P040000 80225

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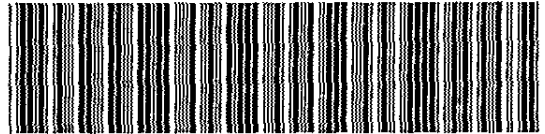
(Business Entity Name)

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2004 MAY 18 P 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04 MAY -7 AM 11:13
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TALLAHASSEE, FLORIDA

P.O.

[Handwritten signature and initials]

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. IHIW OF FLORIDA INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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04 MAY 18 PM 4:13
DIVISION OF CORPORATION

May 17, 2004

LAZARUS

SUBJECT: MORNINGWOOD SERVICES CORP..
Ref. Number: W04000017844

We have received your document for MORNINGWOOD SERVICES CORP..
However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 604A00034151

ARTICLE OF INCORPORATION

OF

MORNINGWOOD SERVICES CORP.

ARTICLE I - NAME

The name of this corporation is

MORNINGWOOD SERVICES CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence

Commencing on the date of filing of these Article with the

Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of

Transacting any or all-lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED

(500) Shares of ONE DOLLAR (\$1.00) per value common stock,

Which shall be designated "Common Share", fully paid and

Non-assessable, all of which shall be common stock, and the

Same shall be issued and sold for such consideration as may

Be fixed by the Board of Directors hereof. Said shares of

Stock shall be issued, sold, or transferred only in

Accordance with the By-laws of the corporation as the

Corporation may from time to time make, with a lien at times

Reserving in favor of the corporation for any indebtedness

Which may be due at any time by the holders of same to the

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TALLAHASSEE, FLORIDA

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Corporation and such lien shall be superior to all liens
Of any character, and all assignments and transfers of stock
Of this corporation shall be subject thereto.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
Stock of this corporation of the same king, class or
Series as that which he already holds, shall have the right
To purchase his pro rate 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

This also the principal office
The street address of the initial registered office of

This corporation is 1998 Embassy Road, North Port, FL 34286

And the name of the initial registered agent

Of this corporation at that address is Hector Munoz

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two- (2) director

Initially. The number of directors may be either increased

Or diminished from time to time in accordance with the By-

Laws but shall never be less than one. The name(s) and addresses)

Of the initial directors) of this corporation is Hector Munoz(President)

(PO Box 2363, Middleburg, FL 32050-2363), and James Donald Claydon III (Vice-President), (1998 Embassy Road, North
Port, FL 34286)

ARTICLE VIII - INCORPORATION

The name and address of the person signing these article

Is Hector Munoz

(PO Box 2363, Middleburg, FL 32050-2363)

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall
Be vested in the Board of Directors and the shareholders.

ARTICLE X – CUMULATIVE VOTING

At each election for directors, every shareholder entitled
To vote at such election shall have the right to cumulate
His votes by giving one candidate as many votes as the number
Of directors to be elected at that time multiplied by the
Number of his shares, or by distributing such votes on the
Same principle among any number of such candidates.

ARTICLE XI – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by anyone

Of the persons or groups:

A. the Board of Directors

B. The holders of not less than one-tenth of all

The shares entitled to vote at the meeting.

C. Such other persons or groups as may be authorized in the Article of Incorporation or the by-laws.

ARTICLE XII – SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented
In person or by proxy, shall constitute a quorum at a meeting
Of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote
On the subject- matter shall be the act of the shareholders.

**ARTICLE XIII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation
To any plan of merger shall be required in every case, whether
Or not such approval is required by law.

ARTICLE XIV – POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- A. to have a corporate seal, which may be altered
At pleasure and to use the same by causing it or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or
personal property of any interest therein, wherever situated.
- C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any
part of its property and assets.
- D. To lend money to, and use its credit to
Assist its officers and employees in accordance with Section 607.141.
- E. To purchase, takes, receives, and subscribes for,
Or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and
Otherwise use and deal in and with, shares or other

Interests in, or obligations, of, other domestic or foreign corporations, associations, partnerships or individuals or

Direct or indirect obligations of the United States or of

Any other government, state, territory, governmental

District, or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage

Or pledge of all or any of its property, franchises, and

Income.

G. To lend money for it's corporate purposes,

Invest and reinvest its funds, and take and hold real and

Personal property as security for the payments of funds so

Loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act

Within or without this state.

I. To elect or appoint officers and agents of

The corporation and define their duties and fix their compensation.

J. To make and alter By-laws, not inconsistent

With its Article of Incorporation or with the laws of this

State, for the administration and regulation of the affairs

Of the corporation p

K. To make donations for the public welfare or

For charitable, scientific, or educational purposes.

L. To transact any lawful business which the

Board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans and other incentive plans for any or all of its directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporated, partner,

Member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.

O. To have an exercise all powers necessary or convenient to effect its purposes.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum

For a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because an interest in the matter to

Be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board Of Directors.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by unanimous written consent as provided by law.

ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or director,

Or any former officer or director, to the full extent

Permitted by law.

ARTICLE XIX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation,

Or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed this Article of Incorporation this

4/28 2004


Hector Munoz

STATE OF FLORIDA

SS:

COUNTY OF DADE

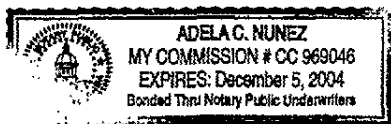
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Hector Munoz known to me and known by me to be the person who executed before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this

4/28/04



Notary Public, State of Florida at Large



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

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED NAD 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.



REGISTERED AGENT SIGNATURE

Munro, Heeron

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA