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J. Shivers JUN 02 2005

ARTICLES OF INCORPORATION  
OF  
MORGAN-ROSSI AND ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators have associated themselves together, and do hereby certify that they associate themselves together for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

The name of the corporation shall be MORGAN-ROSSI AND ASSOCIATES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be placement sales and all other activities permitted under the laws of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock that may be issued by this corporation is 1000 shares of common stock having a \$.10 par value.

ARTICLE IV

The holders of common stock shall be entitled to preemptive rights

ARTICLE V

Corporate existence shall begin at the time of subscription and acknowledgment of these Articles of Incorporation, provided however, that these Articles are filed with the Department of State within five days thereof, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall begin from the date of such filing with the Department of State. The corporation shall have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The street address in the initial principal office of this corporation shall be 2700 West Hall Lane Suite 115 Maitland, Florida 32751 and the mailing address of this corporation is the same.

ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-laws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

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#### ARTICLE VIII

The names and street addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

NAME	STREET ADDRESS
Tina M. Vogelgesang President	2700 West Hall Lane Suite 115 Maitland, Florida 32751
Craig G Accardo Vice President	17518 Ospre Glen Drive Orlando, Florida 32820

#### ARTICLE IX

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

NAME	STREET ADDRESS
Tina M. Vogelgesang	2700 West Hall Lane Suite 115 Maitland, Florida 32751
Craig G Accardo	17518 Ospre Glen Drive Orlando, Florida 32820

#### ARTICLE X

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefore, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

#### ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statute or restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

3. The number of Directors of this corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of

Incorporation or any amendments thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer of the corporation, other than the President, to be a Director, or for any officer to be a stockholder

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meeting of stockholders and Directors shall be fixed by the By-Laws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Articles III and IV shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholders of record entitled to vote.

#### ARTICLE XII

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

#### ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV  
Certificate Designating Place of Business or  
Domicile for the Service of Process within  
This State, Naming Agent Upon Whom Process  
May be Served and Designation of  
Registered Office and Registered Agent

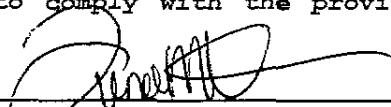
In pursuance of Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: MORGAN-ROSSI AND ASSOCIATES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in Article VI, has named Tina M. Vogelgesang as agent to accept service of process within this state.

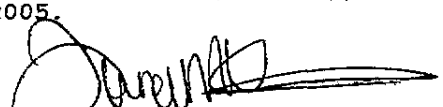
SECOND: The registered agent of this corporation shall be Tina M. Vogelgesang, who shall maintain his/her registered office at 2700 West Hall Lane, Suite 115 Maitland, Florida 32751.

THIRD: 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 agree to comply with the provision of said Act relative to keeping open said office.

BY:

  
Tina M. Vogelgesang  
Registered Agent

THE UNDERSIGNED, being the original subscriber to the capital stock hereinbefore named, for the purposes of forming a corporation to do business within the State of Florida, makes, subscribes, acknowledges and files these Articles of Incorporation hereby declaring and certifying that the facts therein stated are true, and accordingly, has hereunto set his name and seal this the 25<sup>th</sup> day of May, 2005.

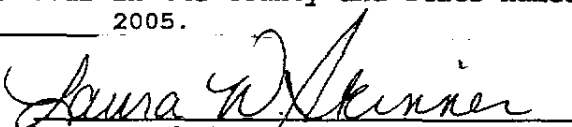
  
Tina M. Vogelgesang  
President

(SEAL)

STATE OF FLORIDA  
COUNTY Seminole

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared to me and personally known to be the person(s) described in and who executed the foregoing Articles of Incorporation as subscriber to those Articles of Incorporation and who did take an oath.

WITNESS my hand and official seal in the County and State named above, this the 25<sup>th</sup> day of May, 2005.

  
Notary Public

My commission expires:

LAURA W. SKINNER  
Notary Public, State of Florida  
My comm. exp. June 26, 2006  
Comm. No. DD 122427