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SECRETARY OF STATE
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9/13/05 BWK W05-40905

JAMES M. GUEST, P.A.

CERTIFIED PUBLIC ACCOUNTANT

15600 S.W. 288 STREET - SUITE 401 HOMESTEAD, FLORIDA 33033 (305) 248-0861 FAX (305) 245-2326 50 KINDRED STREET - SUITE 201 STUART, FLORIDA 34994 (772) 286-9005 1-800-314-1019 FAX (772) 286-5030

September 7, 2005

Bruce W. Kitchens Division of Corporations PO Box 6327 Tallahassee, FL 32314

RE:

MICHAEL C. MORGAN, P.A. REFERENCE #: W05000040905

Dear Mr. Kitchens:

We received your August 31st letter regarding some errors on the Articles of Incorporation for the party listed above. We have corrected the errors and are now enclosing a new original and a new copy of the corrected Articles of Incorporation for MICHAEL C. MORGAN, P.A., along with the letter you sent regarding the corrections. If you have any further questions, please contact our office. Thank you for your time.

Sincerely,

AMES M. GUEST, CPA, P.A.



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

August 31, 2005

JAMES M. GUEST, CPA, P.A. 50 KINDRED ST. SUITE 201 STUART, FL 34994

SUBJECT: MICHAEL C. MORGAN, P.A.

Ref. Number: W05000040905

We have received your document for MICHAEL C. MORGAN, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated 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) 245-6840.

Letter Number: 505A00054745

Bruce W Kitchens Document Specialist New Filings Section

ARTICLES OF INCORPORATION

FILED

OF MICHAEL C. MORGAN, P.A.

05 SEP 12 AM 8: 37

I, the undersigned, as a proper person acting as incorporator of a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I CORPORATE NAME

The name of the Corporation is: MICHAEL C. MORGAN, P.A.

ARTICLE II TERM OF EXISTENCE

The period of its duration is: The Corporation shall have perpetual existence.

ARTICLE III NATURE OF BUSINESS

The purpose of the Corporation is: The general nature of the business is to be transacted by this Corporation is to engage in real estate brokerage permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of authorized shares of this Corporation is: One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE Y REGISTERED AGENT

The address of the initial registered office of this Corporation is:

50 KINDRED STREET, SUITE 201 STUART, FL 34994

and the name of its initial registered agent at such address is:

JAMES M. GUEST JAMES M. GUEST, CPA, P.A. 50 KINDRED STREET.SUITE 201 STUART, FL 34994

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

Address of the principal place of business is: 50 KINDRED STREET, SUITE 201 STUART, FL 34994

ARTICLE VII

INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the Corporation is ONE (1) and the name and address of the person who is to serve as Director until its first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>

ADDRESS

MICHAEL C. MORGAN

50 KINDRED STREET, SUITE 201 STUART, FL 34994

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is:

NAME

ADDRESS

MICHAEL LANORGAN

50 KINDRED STREET, SUITE 201 STUART, FL 34994

ARTICLE IX

INITIAL OFFICERS

The person or persons named below as Initial Officers shall hold their respective offices for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first:

PRESIDENT

MICHAEL C. MORGAN

VICE PRESIDENT

MICHAEL C. MORGAN

SECRETARY

MICHAEL C. MORGAN

TREASURER

MICHAEL C. MORGAN

CERTIFICATE DESIGNATING PLACE OF BUSINESS FILED OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED 12 AM 8: 37

SECRETARY OF STATE Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with Said Act:

That MICHAEL C. MORGAN, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Homestead, County of Miami-Dade, State of Florida, has named JAMES M. GUEST, JAMES M. GUEST, CPA, P.A. located at 50 Kindred Street, Ste. 201, Stuart, FL, of Martin County, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.

Dated this day of Albert, 2005.

JAMES M. GUEST