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| Certified Copies Certificates of Status | | | | |
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| Special Instructions to Filing Officer: | | | | |
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SECRETARY OF STATE
SECRETARY OF STATE

EP 18/64/09

COVER LETTER

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

| SUBJECT: | MORGANSCAPE, INC. | | |
|-------------------------|---|--|--|
| Enclosed are an origina | (PROPOSED CORPO | RATE NAME - MUST INCL | |
| \$70.00 Filing Fee | X \$78.75 Filing Fee & Certificate of Status | \$78.75 Filing Fee & Certified Copy ADDITIONAL CO | \$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED |
| FROM: _ | CLIFTON H. RODRIQUEZ, CPA Name (Printed or typed) | | |
| _ | 3146 NW 68TH STREET Address | | |
| | FORT LAUDERDALE, FLORIDA 33309-1206 City, State & Zip | | |
| _ | (954)969-9380 Daytime Telephone number | | |

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

ARTICLES OF INCORPORATION For 09 DEC 23 PM 12: 52 Morganscape, Inc. SECRETARY 2: 52

The undersigned subscribers(s) 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:

Morganscape, 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 nursery and landscaping services in the State of Florida, and the United States. The corporation will comply with any professional regulations imposed by state agencies within the State of Florida as well.

Article III-Principal Office

The initial principal business mailing address of this corporation shall be:

Morganscape, Inc. 5658 Ranches Road Lake Worth, Florida 33463

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 (1000)

(The par value of the corporation common stock will be \$1.00) William E and Mary Gannon-Morgan will each own fifty percent (50%) of the outstanding shares of the corporation.

Article V-Initial Registered Agent

The name and address of the initial registered agent is:

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

ARTICLES OF INCORPORATION

For

Morganscape, Inc.

Article VI-Subscriber (s)

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

The undersigned incorporator(s) has executed these Articles of Incorporation this

15th day of February, 2009

Willia & Murg. (Signature)

Article VI: Perpetual Life of the Corporation

The corporation shall exist perpetually, or until such time that the Board of Directors and/or shareholder(s) decide to dissolve the corporation.

Article VII-Appointment of Officers & Directors

The subscriber(s) of this corporation has appointed the following officers and directors of the corporations. These officers and directors will serve in accordance with the bylaws of the corporation:

| | <u>Name</u> | Address | <u>Title</u> |
|----|--------------------|--|---|
| 1. | William E. Morgan | 5658 Ranches Road Lake Worth, FL 33463 | President/CEO/Chairperson Board of Directors |
| 2. | Mary Gannon-Morgan | 5658 Ranches Road Lake Worth, FL 33463 | Exe.VP/Treasurer/Director |
| 3. | Mary Gannon-Morgan | 54658 Ranches Road Lake Worth, FL 33463 | Corporate Secretary/Director |

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUES, 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: Morganscape, Inc.
- 2. The name and address of the registered agent and office are as follows:

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

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.

Willia & Mury
(Signature)

12-17-09 (Date)