

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

PHONE ( ) \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

11-11-65  
11-11-65  
11-11-65

4/11/95

DATE \_\_\_\_\_  
TIME \_\_\_\_\_  
BY SKZ \_\_\_\_\_ CK No. \_\_\_\_\_

WALK-IN Will Pick Up 4-11 1.00

RE: Morgan  
Enterprises Inc.

<input checked="" type="checkbox"/>	Capital Express™		
<input type="checkbox"/>	Art. of Inc. Filing		
<input type="checkbox"/>	Corp. Record Search		
<input type="checkbox"/>	Ltd. Partnership Filing		
<input checked="" type="checkbox"/>	Foreign Corp. Filing		
<input type="checkbox"/>	( ) Cert. Copy(s)	1-800-445-2691	
		04/11/95==01036==000	
<input type="checkbox"/>	Art. of Amend. Filing	****122.50	****122.50
<input type="checkbox"/>	Dissolution/Withdrawal		
<input type="checkbox"/>	C U S.		
<input type="checkbox"/>	Fictitious Name Filing		
<input type="checkbox"/>	Name Reservation		
<input type="checkbox"/>	Annual Report/Reinstatement		
<input type="checkbox"/>	Reg. Agent Service		
<input type="checkbox"/>	Document Filing		
<input type="checkbox"/>	Corporate Kit		
<input type="checkbox"/>	Vehicle Search		
<input type="checkbox"/>	Driving Record		
<input type="checkbox"/>	Document Retrieval		
<input type="checkbox"/>	UCC 1 or 3 Filing		
<input type="checkbox"/>	UCC 11 Search		
<input type="checkbox"/>	UCC 11 Re al		
<input type="checkbox"/>	File No.'s, Copies		
<input type="checkbox"/>	Courier Service		
<input type="checkbox"/>	Shipping/Handling		
<input type="checkbox"/>	Phone ( )		
<input type="checkbox"/>	Top Priority		
<input type="checkbox"/>	Express Mail Prop.		
<input type="checkbox"/>	FAX ( )		
	pgs.		

**SUBTOTALS**

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

**Please remit invoice number with payment!**  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
from  
**Your Capital Connection**

ARTICLES OF INCORPORATION  
OF  
MORGAN ENTERPRISES INC.

FILED  
97 APR 11 PM 3:02  
CLERK OF COURT

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this corporation shall be:  
Morgan Enterprises Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o David A. King, Attorney  
1416 Kingsley Avenue  
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors,

to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The names and addresses of the initial directors are:

William Andrew Morgan  
280 Devonshire Lane  
Orange Park, FL 32073

Dawn N. Morgan  
280 Devonshire Lane  
Orange Park, FL 32073

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 7th day of April, 1995.

  
\_\_\_\_\_  
DAVID A. KING

FFA 2201  
95 APR 11 PM 2:12  
CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

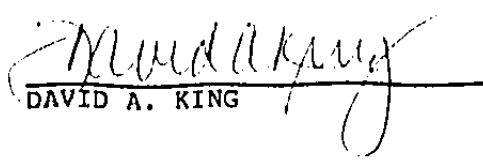
Pursuant to Section 48.091 and Section 607.0501,  
Florida Statutes, the following is submitted:

Morgan Enterprises Inc., desiring to organize under  
the laws of the State of Florida, with its principal office  
as indicated in the Articles of Incorporation in the State  
of Florida, has named as its agent to accept service of  
process within this State:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent 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.

  
DAVID A. KING

P9500028471

FILED  
96 MAY -6 AM 10:12  
TALLAHASSEE FLORIDA

Requestor's Name  
J.A. MORGAN  
240 DEYONS AVE. N.E.  
ORANGE PARK, FL 32073  
City/State/Zip Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 200001811872  
-05/07/96--01159--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

Voldis

VS MAY 15 1996

Examiner's Initials

## ARTICLES OF DISSOLUTION

FILED  
96 MAY -6 AM 10:12  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: MORGAN ENTERPRISES, INC.  
~~DBA WHEEL N DEAL~~

SECOND: The date dissolution was authorized: APRIL 30 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 30<sup>th</sup> day of APRIL, 19 96

Signature William A. Morgan PRESIDENT MORGAN ENTERPRISES INC.  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

WILLIAM A. MORGAN  
(Typed or printed name)

PRESIDENT  
(Title)