

Clark & Scholnik

A Partnership of Professional Associations

THOMAS M. CLARK, P.A.
LOUIS N. SCHOLNIK, P.A.

2400 E. Commercial Blvd., #820
Ft. Lauderdale, Florida 33308
Telephone: (305) 776-3800
(305) 771-4700
Fax: (305) 776-3833

May 5, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: MORCROFT, INC.

Ladies or Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and one (1) original and one (1) copy of Registered Agent Designation for the above referenced corporation. Please file with the Secretary of State.


Also enclosed is our check in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars in payment for the following:

- | | | |
|----|-------------------------------------|---------|
| 1. | Filing fee | \$35.00 |
| 2. | Certificate of Registered Agent | 35.00 |
| 3. | Certified Copy of Corporate Charter | 52.50 |

Total \$122.50

Upon filing, please return the certified copy to us at the address shown above in the enclosed self-addressed Federal Express envelope. If there are any questions, please feel free to call my office collect.

Very truly yours,


Louis N. Scholnik

8000001479868
-05/08/95--01157--007
****122.50 ****122.50

LNS/lp

enclosure

Be 5/9

ARTICLES OF INCORPORATION
OF
MORCROFT, INC.

ARTICLE I - NAME

The name of this corporation is **MORCROFT, INC.** The principal office and mailing address of this corporation is: **Coral Square Shopping Center, 9205 West Atlantic Blvd., Room 9205, Coral Springs, FL 33065.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department 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 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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

The street address of the initial registered office of this corporation is **Coral Square Shopping Center, 9205 West Atlantic Blvd., Room 9205 Coral Springs, Florida, 33065**, and the name of the initial registered agent of this corporation at that address is **Jeffrey Morcroft**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

5 MAY - 8 PM '65
RECORDED
FILED
CLERK OF THE
DEPARTMENT OF
STATE
TALLAHASSEE, FLORIDA

The name and address of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Jeffrey Morcroft	Coral Square Shopping Center 9205 West Atlantic Blvd., Room 9205 Coral Springs, FL 33065

ARTICLE VIII - INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Jeffrey Morcroft	Coral Square Shopping Center 9205 West Atlantic Blvd., Room 9205 Coral Springs, FL 33065

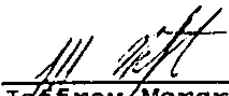
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles 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 these Articles of Incorporation this 3rd day of May, 1995.



Jeffrey Morcroft

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of May, 1995, by Jeffrey Morcroft, who is personally known to me, or who has produced _____ as identification, and who did take an oath.



Notary Public, State of Florida

My Commission Expires: _____



LYDIA PRIEST
MY COMMISSION # CC400888 EXPIRES
August 18, 1998
BONDED THIRD TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

MORCROFT, INC.

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

MORCROFT, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation at City of Coral Springs, County of
Broward, State of Florida, has named **Jeffrey Morcroft**, located at
Coral Square Shopping Center, 9205 West Atlantic Blvd., Room 9205,
Coral Springs, Florida, 33065, 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 accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.
Further, I am familiar with and accept the obligations provided for
in Florida Statute 607.0505.

BY: 

Jeffrey Morcroft

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 18 PM 6:54

511 1530