

P95000047070

DATE 6-2-95

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

500001512849
-06/14/95--01008--000
****122.50 ****122.50

RE: MORCOOP INC.
(NAME OF CORPORATION)

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH A COPY OF
SAID ARTICLES FOR MORCOOP INC.
(NAME OF CORPORATION)

OUR CHECK IN THE AMOUNT OF \$122.50 INCLUDES THE FOLLOWING:

FILING FEE

CHARTER TAX

REGISTERED AGENT

CERTIFIED COPY

TOTAL \$122.50

RESPECTFULLY SUBMITTED,

[Signature]
INDIVIDUAL'S NAME

MORCOOP INC.
NAME OF CORPORATION

2454 Okeechobee Lane
Ft. Lauderdale, Fl. 33312

WJW

CERTIFICATE OF INCORPORATION

OF

MORCOOP INC.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

FIRST: The name of the Corporation is:

MORCOOP INC.

SECOND: The general nature of business to be transacted by the Corporation is as follows:

To manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class and description whatsoever.

To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.

To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all

purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or

all the property acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article THIRD hereof.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporations.

To have one or more officers conduct its business and promote the objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment hereof.

The following paragraphs shall be constructed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

THIRD: The amount of the total authorized capital stock of the corporation shall be 30,000 shares at 1 Dollar(s) per value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

FOURTH: The amount of capital with which the corporation shall begin business shall be not less than Dollars (\$ 30,000.00)

FIFTH: The corporation shall have perpetual existence.

SIXTH: The address, County and State in which the principal offices of the corporation are to be located are

2454 OKEECHOBEE LANE
FORT LAUDERDALE, FLORIDA 33312

SEVENTH: The Board of Directors shall consist of not less than (2) nor more than (3) Directors.

EIGHTH: The names and post office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and Act of the Legislature approved June 1, 1925 and the acts amendatory thereto, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME	ADDRESS
TERRY MORRIS	2454 OKEECHOBEE LANE, FT. LAUD. FL 33312
SCOTT COOPER	C/O 23038 SANDALFOOT PLAZA DRIVE BOCA RATON, FL. 33428

NINTH: The names and addresses of the initial subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
TERRY MORRIS	2454 OKEECHOBEE LANE, FT. LAUD. FL 33312
SCOTT COOPER	C/O 23038 SANDALFOOT PLAZA DRIVE BOCA RATON, FL 33428

TENTH: The initial registered office of this Corporation
shall be located at 2454 OKEECHOWEE LANE, FORT LAUDERDALE
FLORIDA 33312

ELEVENTH: The registered agent of the Corporation shall
be: JERRY MORRIS - 2454 OKEECHOWEE LANE, FORT LAUDERDALE
FLORIDA, 33312

x. [Signature] (SEAL)
x. [Signature] (SEAL)
____ (SEAL)
____ (SEAL)

STATE OF FLORIDA)
COUNTY OF Dade)

BE IT REMEMBERED that on this day personally appeared
before me, the undersigned Notary Public, in and for the State
of Florida at Large,

Subscribers to the foregoing Certificate of Incorporation, known
to me personally to be such and upon their respective oaths and
simultaneously, they acknowledge the said Certificate of
Incorporation to be the act and deed of the signers and the
facts therein stated to be truly set forth.

WITNESS my hand and official seal at
said County and State, this 12th day of June

[Signature]
Notary Public, State of
Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT MORCOOP INC.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 2454 OKEECHOBEE LANE, FT. LAUD. FL. 33312
(Business Address, City and State)

HAS NAMED JERRY MORRIS
(Name of Registered Agent)

LOCATED AT 2454 OKEECHOBEE LANE, FT. LAUD. FL 33312
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)
OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE Vice President

DATE 6/12/95

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(REGISTERED AGENT)

DATE 6/8/95

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

A

TRANSMITTAL LETTER

P95000047070

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

FILED
91 APR 10 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

MORCOOP INC
(corporate name - must include suffix) 300002128043--0
-03/31/97--01023--003
*****35.00 *****35.00

Enclosed is an original and one (1) copy of the articles of Dissolution and a check for:

☒ \$35.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: LAW OFFICES OF KEITH A. MARTIN P.A.
Name (printed or typed)
2331 NORTH STATE RD 7 #207
Address
LAUDERHILL FL 33313
City, State, Zip
954-730-8983
Daytime Telephone Number

*Volun.
Dissolved
4/10/97
DL*

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1997

LAW OFFICES OF KEITH A. MARTIN P.A.
2331 NORTH STATE ROAD 7
#207
LAUDERHILL, FL 33313

SUBJECT: MORCOOP INC.
Ref. Number: P950C0047070

RECEIVED
91 APR 10 PM 8:58
DIVISION OF CORPORATIONS

We have received your document for MORCOOP INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return 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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 097A00016765

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403
OF THE
FLORIDA STATUTES**

FILED
97 APR 10 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Morcoop Inc.
2. Dissolution was authorized on January 31st 1997. (see attached Director's minutes Provision and Resolution for Dissolution of the Corporation.
3. The date of the filing of the articles of incorporation was June 13, 1995.
4. No debts of the Corporation remain unpaid.
5. The number of shares cast by the ordinary shareholders, which is the proper class authorized to do so, was Thirty Thousand (30,000), being the amount of authorized and issued shares, they all voted in favor of dissolution, and the amount was sufficient for approval.

Dated on January 31, 1997

Morcoop Inc.
By _____ - JERRY MORRIS
President
By _____ - SCOTT COOPER
Secretary

MORCOOP INC.
DIRECTORS' MINUTES PROVISION AND
RESOLUTION FOR DISSOLUTION OF THE CORPORATION

BE IT RESOLVED:

That it is in the best interests of this Corporation that the Corporation be dissolved in accordance with Section 607.1403 of the Florida Statutes, and that a special meeting of the Shareholders of the Corporation shall be called on the 31st day of January 1997, to be held at Fort Lauderdale, Florida, for the purpose of voting on the resolution to dissolve the corporation, and that the notice of said meeting shall include notice that the purpose of the meeting will be to vote upon the resolution of the board of directors recommending dissolution, and that in the event the shareholders favorably vote upon the resolution for dissolution, then the President and Secretary of the Corporation shall prepare and execute articles of Dissolution and comply with such other procedures of the Florida Statutes as are required for dissolution.

Adopted by the Board of Directors this 3 day of 15, 1997

MORCOOP INC.

By _____

Chairman of the Board

- JERRY MORRIS

TRANSMITTAL LETTER
P95000047070

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

FILED
91 APR 10 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

MORCOOP INC

(corporate name - must include suffix) **300002128043--0**
-03/31/97--01023--003
*****35.00 *****35.00

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Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: LAW OFFICES OF KEITH A. MARTIN P.A.
Name (printed or typed)

2331 NORTH STATE RD 7 #207
Address

LAUDERHILL FL 33313
City, State, Zip

954-730-8983
Daytime Telephone Number

*Volun.
Dissolved 4/10/97
DC*

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1997

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Morcoop Inc.
By _____ - JERRY MORRIS
President
By _____ - SCOTT COOPER
Secretary

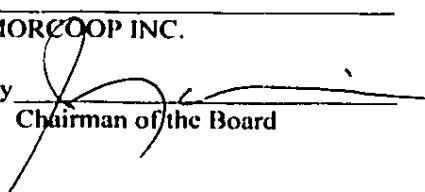
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Adopted by the Board of Directors this 3 day of 15, 1997

MORCOOP INC.

By  - JERRY MORRIS
Chairman of the Board