

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0100 FAX

800-342-8086



*79600005223*

ACCOUNT NO. : 072100000032

REFERENCE : 807102 97023A

AUTHORIZATION : *Potter Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : January 17, 1996

ORDER TIME : 9:27 AM

ORDER NO. : 807102

600001690406

CUSTOMER NO: 97023A

CUSTOMER: Linda Suzanne Griffin, Esq  
LINDA SUZZANNE GRIFFIN, PA

1455 Court Street

Clearwater, FL 34616

RECEIVED  
96 JAN 17 AM 11:15  
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: MORGAN BAY INTERNATIONAL, INC.

FILED  
96 JAN 17 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

I. BROWN JAN 17 1996

**ARTICLES OF INCORPORATION  
OF**

**MORGAN BAY INTERNATIONAL, INC.**

FILED  
96 JAN 17 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name, address and mailing address of this corporation shall be:

Morgan Bay International, Inc.  
807 Eldorado Avenue  
Clearwater, Florida 34630

**ARTICLE II**

Existence of Corporation

This corporation shall have perpetual existence.

**ARTICLE III**

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida

Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

## ARTICLE V

### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1455 Court Street, Clearwater, Florida 34616, and the name of the corporation's initial registered agent at such address is LINDA S. GRIFFIN. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## ARTICLE VII

### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Robert Lee Barbee	807 Eldorado Avenue Clearwater, FL 34630

**ARTICLE VIII**

**Incorporators**

The name and address of the incorporator of this corporation is as follows:

Name

Address

Linda S. Griffin

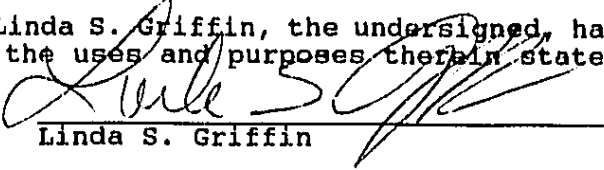
1455 Court Street  
Clearwater, FL 34616

**ARTICLE IX**

**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, Linda S. Griffin, the undersigned, have executed these Articles for the uses and purposes therein stated.

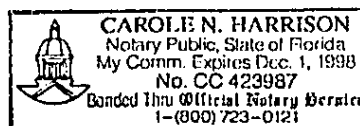
  
Linda S. Griffin

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 16<sup>th</sup> day of January, 1996, personally appeared Linda S. Griffin who is personally known to me and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date of aforesaid.

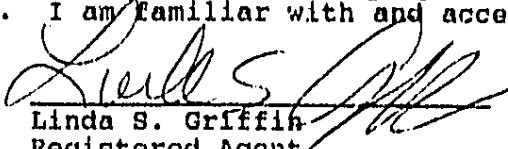
  
Notary Public  
My Commission Expires:



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. I am familiar with and accept the obligations of that position.

Date

1/16/96

  
Linda S. Griffin  
Registered Agent

FILED  
96 JAN 17 PM 3 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-542-8086



P96000005223

ACCOUNT NO. : 072100000032

REFERENCE : 091936 970230

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizant*

ORDER DATE : March 22, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 091936

CUSTOMER NO: 970230

200001754892

CUSTOMER: Linda Suzanne Griffin, Esq  
Linda Suzanne Griffin, Pa  
1455 Court Street

Clearwater, FL 34616

DOMESTIC AMENDMENT FILING

NAME: MORGAN BAY INTERNATIONAL, INC.

X ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

*Name Change 3/26/96*  
*DC*

FILED  
96 MAR 22 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 MAR 22 PM 1:28  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

March 22, 1996

*live date*

CSC NETWORKS  
GLS

SUBJECT: MORGAN BAY INTERNATIONAL, INC.  
Ref. Number: P96000005223

RECEIVED  
96 MAR 25 PM 3:12  
DIVISION OF CORPORATION

We have received your document for MORGAN BAY INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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: 096A00013372

*resubmit*



**AMENDMENT TO ARTICLES OF INCORPORATION  
OF**

**MORGAN BAY INTERNATIONAL, INC.**

Morgan Bay International, Inc., a corporation organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its President and Secretary, hereby certifies that at a meeting duly and regularly held on March 21, 1996 the Board of Directors of said corporation approved an amendment to the Articles of Incorporation of said corporation, said amendment being in words and terms as set forth, and proposed such amendment to the stockholders of the corporation; and further that on that same day a meeting duly and regularly held, the holders of a majority of the issued and outstanding capital stock of the corporation took action pursuant to the said recommendation of the Board of Directors and voted to amend the Articles of Incorporation of said corporation by deleting in its entirety the present Article I and by substituting therefore the following, to wit:

"Article I

NAME

The name, address and mailing address of the corporation shall be:

Flagship Trading, Inc.  
807 Eldorado Avenue  
Clearwater, FL 34630"

The above amendment was adopted on March 21, 1996, and the number of votes cast for the amendment by shareholders was sufficient for approval.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation as the duly authorized act of the said corporation this 21st day of March, 1996.

Morgan Bay International, Inc.

By:   
Robert Barbee, President

(CORPORATE SEAL)

ATTEST:

  
Robert Barbee, Secretary

FILED  
96 MAR 22 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st day of March, 1996 by Robert Barbee as President and Secretary, respectively, of Morgan Bay International, Inc., a Florida corporation, on behalf of the corporation. Robert Barbee personally appeared before me and produced FL.D.L. # B610-772-52-055-0 as identification.

Notary Public:  
Signature Linda S. Griffin  
Print Name: Linda S. Griffin  
My Commission Expires:

