

P 960000/0831

January 15, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: *Morningstar International, Inc.*

800001702838
-01/31/96--01082--002
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of the above-captioned corporation, together with my check, payable to your order, in the amount of \$122.50, representing the following costs and fees:

Filing Fee	\$35.00
Certified Copy (1)	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL	\$122.50

Please certify and return the copy to me.

Thank you for your attention and cooperation in this regard.

Sincerely yours,

Connie E. Bishop
7684 Wyldwood Way
Port St. Lucie, FL 34986

SN FEB - 5 1996
FILED
25 JAN 31 AM 9:55
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MORNINGSTAR INTERNATIONAL, INC.**

FILED
15 JUL 31 AM 9:35
ALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Morningstar International, Inc.

ARTICLE II - ADDRESS

The street address of the initial principal office of the corporation is 8241 South U.S. #1, Port St. Lucie, Florida 34952, which is the mailing address of the corporation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "common shares."

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL OFFICES AND AGENT

The street address of the corporation's initial registered office is 8241 South U.S. #1, Port St. Lucie, Florida 34952. The name of its initial registered agent at that office is Connie E. Bishop.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator signing these Articles is Connie E. Bishop, 7684 Wyldwood Way, Port St. Lucie, Florida 34986.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director to hold office until successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The names and addresses of each of the initial director is Connie E. Bishop, 7684 Wyldwood Way, Port St. Lucie, Florida 34986.

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IX - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

The general nature of the business to be transacted by the corporation shall be marketing and sales; to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and other doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and

regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers; 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 this corporation which shall include all powers granted to corporations under the laws of the State of Florida.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - 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.

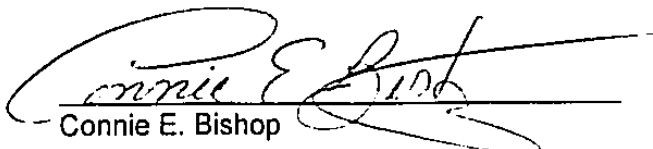
ARTICLE XII - RESTRICTION ON TRANSFER

The transfer of share represented by the certificates of the corporation is restricted under the terms of an agreement on file at the office of the corporation.

ARTICLE XIII - QUORUM AND VOTING REQUIREMENTS

All actions taken by the corporation, the shareholders, or board of directors, by vote or otherwise, shall be by majority, including, without limitation, election of directors, filling vacancies, appointment or election of officers, and actions of executive committees.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 30 day of January, 1996, as incorporator.


Connie E. Bishop

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 30th day of January, 1996 by Connie E. Bishop, [X] who is personally known to me or [] who has produced _____ as identification.

(SEAL)



DENISE L. BROWN
MY COMMISSION # CC438202 EXPIRES
March 17, 1999
BONDED THROUGH TONY PAUL INSURANCE, INC.

Denise L. Brown
Notary Public
Print Name: Denise L. Brown

ACCEPTANCE OF REGISTERED AGENT

I have been named in Article VI of these Articles of Incorporation to accept service of process for the corporation at the place designated in said Article. I agree to act in this capacity and to comply with all statutory provisions relating to the proper and complete performance of my duties. I accept the duties and obligations set forth in Section 607.325, Florida Statutes.

Dated:

Jan. 30, 1996

Connie E. Bishop
Connie E. Bishop
Registered Agent

ALLAHASSEE, FLORIDA

JAN 31 AM 9:55

1996