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February 29, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

700001731297
-03/04/96--01105--020
****122.50 ****122.50

Re: **Morgan White Intermediaries, Inc.**

Dear Sirs:

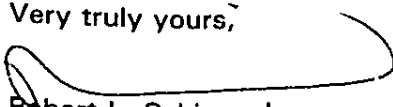
Enclosed please find an original and one copy of the Articles of Incorporation of the above referenced corporation. Please file the original Articles of Incorporation, indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

<input checked="" type="checkbox"/> Articles Of Incorporation filing fee:	\$ 35.00
<input checked="" type="checkbox"/> Certified copy of Articles Of Incorporation:	\$ 52.50
<input checked="" type="checkbox"/> Registered Agent Designation Filing Fee;	\$ <u>35.00</u>
Total Enclosed:	\$ <u>122.50</u>

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,


Robert L. Schimmel

RLS:cy
Encl.

SN MAR - 6 1996

*called Robert,
the Incorporation address is
typed underneath
his signature*

FILED
MAR - 4 PM 12:19
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MORGAN WHITE INTERMEDIARIES, INC.**

FILED
96 MAR -4 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be Morgan White Intermediaries, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation with the Secretary of State. The duration of this corporation shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America, or any other state, country, territory or nation.

ARTICLE IV. CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation shall be: 3191 Coral Way, Suite 704, Miami, Florida 33145. The mailing address of the corporation shall be the same.

ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 3191 Coral Way, PH2, Miami, Florida 33145. The name of the initial registered agent for the corporation at that address is Robert L. Schimmel.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be at least one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.


ARTICLE VIII. INCORPORATOR

The name and address of the incorporator for this corporation is: Robert L. Schimmel.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The foregoing Articles of Incorporation of Morgan White Intermediaries, Inc. were executed by the undersigned at Miami, Florida on this 29th day of February, 1996.


Robert L. Schimmel, Incorporator
3191 Coral Way, PH2
Miami, FL 33145

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Morgan White Intermediaries, Inc., at the place designated in these Articles of Incorporation, 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 of the Florida General Corporation Act.


Robert L. Schimmel, Registered Agent

STATE OF FLORIDA }
 } ss
COUNTY OF DADE }

On this 27th day of February, 1996, Robert L. Schimmel, named above as the individual who shall serve as this corporation's initial registered agent and incorporator, known to me or who produced _____ as identification, personally appeared before me, and signed and acknowledged these Articles of Incorporation of Morgan White Intermediaries, Inc.


Notary Public, State of Florida

