

04/22/1996 16:22 9544

INCO MATORS PLUS

PAGE

22/96  
05 PM

PORTER BARNETT CORPORATION

PUBLIC ACCESS SYSTEM  
(((H96000005665))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: HELLER & BARNETT CORPORATE  
SERVICES

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

1214 N UNIVERSITY DR

PLANTATION FL 33322-

FAX: (904) 922-4000

CONTACT: BRIAN K BARNETT

PHONE: (954) 475-8484

FAX: (954) 475-1125

(((H96000005665)))  
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: MORGAN MARKETING GROUP, INC.

FAX AUDIT NUMBER: H96000005665

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/22/1996

TIME REQUESTED: 17:05:40

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER:

074525001567

Note: Please print this page and use it as a cover sheet when  
submitting

documents to the Division of Corporations. Your document cannot be  
processed

without the information contained on this page. Remember to type the  
Fax Audit

number on the top and bottom of all pages of the document.

(((H96000005665)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

EFFECTIVE DATE 4-23-96

FILED  
96 APR 23 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04/22/1996 16:22 9544

12:08 PM 04/22/96

SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
**Morgan Marketing Group, Inc.,**  
a Florida corporation

EFFECTIVE DATE  
4-15-96

The undersigned, acting as incorporator of Morgan Marketing Group, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

**Morgan Marketing Group, Inc.**

ARTICLE II. ADDRESS

The corporation's mailing address is:

3901 S. Ocean Drive Suite 4M  
Hollywood, Florida 33019

FILED  
95 APR 23 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective April 15th, 1996.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1214 N. University Drive Plantation, Florida 33322 and the name of the corporation's initial registered agent at that address is Heller & Barnett Corporate Services.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than One (1) director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than One (1). The name(s) of the initial director(s):

Name

Margaret J. Bryant

Morgan Marketing Group, Inc.  
3901 S. Ocean Drive Suite 4M  
Hollywood, Florida, 33019

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services  
1214 N. University Drive  
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to

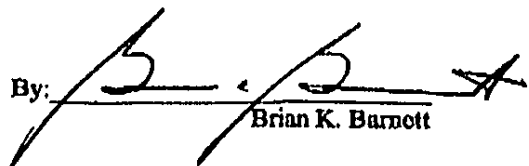
acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 15th day of April, 1996

**Heller & Barnett Corporate Services:**

By:   
Brian K. Barnett

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

Pursuant to Chapter 48,091, Florida Statutes, the following is submitted:

That Morgan Marketing Group, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University Drive Plantation, Florida 33322, has named Heller & Barnett Corporate Services, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Heller & Barnett Corporate Services  
1214 N. University Drive Plantation, Florida 33322

  
Heller & Barnett Corporate Services  
Date: April, 15th 1996

Heller & Barnett Corporate Services  
1214 N. University Drive  
Plantation, Florida 33322  
(305) 475-8484

FILED  
96 APR 23 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
H96000005665