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C. ANDREW COOMES

ATTORNEY AT LAW

501 E. Church St. • Orlando, FL 32801 • (407) 843-0062 • Fax (407) 843-4362

EFFECTIVE DATE  
5/20/96

May 20, 1996

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-05/22/96--01089--011  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **Morgan Park Marketing, Inc.**

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-captioned corporation.

Also enclosed is a check in the amount of \$122.50 which will cover the \$35.00 filing fee, \$52.50 fee for certified copy and \$35.00 registered agent fee.

The initial officer of the corporation will be as follows:

Sarah F. Gurtis, President/Director  
200 St. Andrews Boulevard, Suite 3005  
Winter Park, Florida 32792

Yours very truly,



C. Andrew Coomes

CAC/atr  
enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 22 PM 9:05

FILED

SAS  
5/20/96

**EFFECTIVE DATE**  
5/20/96

**ARTICLES OF INCORPORATION**  
**OF**  
**Morgan Park Marketing, Inc.**

**FILED**  
96 MAY 22 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is **Morgan Park Marketing, Inc.** with its office at 200 St. Andrews Boulevard, Suite 3005, Winter Park, Florida 32792.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence commencing on May 20, 1996.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of engaging in marketing and consulting services and for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **200 St. Andrews Boulevard, Suite 3005, Winter Park, Florida 32792** and the name of the initial registered agent of this corporation at that address is **Sarah F. Gurtis**.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Sarah F. Gurtio  
200 St. Andrews Boulevard, Suite 3005  
Winter Park, FL 32792

#### **ARTICLE VII**

##### **INCORPORATORS**

The name and address of the person signing these articles is:

Sarah F. Gurtio  
200 St. Andrews Boulevard, Suite 3005  
Winter Park, FL 32792

#### **ARTICLE VIII**

##### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX**

##### **PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS**

Section 1. Meeting of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time be designated in the code of bylaws or by resolution of the board of directors.

Section 2. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of majority of the shares outstanding (or their proxies) shall be necessary to exercise that power. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Florida Statutes and these Articles of Incorporation.

Section 3. Contracts in Which Directors Have an Interest. No contract or other transaction of this corporation with any person, firm or corporation or no other contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

**ARTICLE X**

**INDEMNIFICATION**

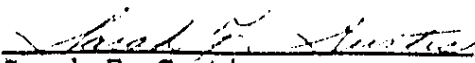
The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE XI**

**PREEMPTIVE RIGHTS OF SHAREHOLDERS**

Every shareholder, upon the sale 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.


IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these articles of incorporation and certifies to the truth of the facts herein stated this 20 day of May, 1996.

  
Sarah F. Gurtis

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of May, 1996 by Sarah F. Gurtis, who is personally known to me or who has produced a Florida Driver's License No. G632-786-51-960-0 as identification and who did take an oath.

  
A. T. Rodgers  
Notary Public, State of Florida  
My commission expires: 4/22/2000  
My Commission #CC 525914



A. T. Rodgers  
MY COMMISSION # CC525914 EXPIRES  
April 22, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: **Morgan Park Marketing, Inc.**

The name and address of the registered agent and office is:

**Morgan Park Marketing, Inc.**  
**200 St. Andrews Boulevard, Suite 3005**  
**Winter Park, Florida 32792**

Signature *Sarah F. Gurtis*  
Sarah F. Gurtis, Director

Title *President / Director*

Date *May 20, 1996*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Sarah F. Gurtis*

DATE *May 20, 1996*

FILED  
96 MAY 22 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA