

P96000050447

Donald F. Mintmire, Esquire  
2710 Alternate 19 North, Suite 406  
Palm Harbor, Florida 34683  
Phone: (813) 771-1084 Facsimile: (813) 771-1208

June 6, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN 12 AM 10:11

FILED

000001800420  
-06/12/96---01121---006  
\*\*\*\*122.50 \*\*\*\*122.50

re: MOR-LITE OF NORTH AMERICA, INC.

Dear Sir or Madam:

Our client recently reserved with the Bureau, the name for the above mentioned corporation under the name of Elton R. Guffey and under reservation number R96000002783 (see attached). Our client now wishes to proceed with the filing of this corporation.

Enclosed are two copies of the duly executed Articles of Incorporation for Mor-Lite of North America, Inc. and a check in the amount of \$122.50 for the applicable filing fees and the certification of a copy thereof.

If the enclosed are found to be in order, please return the certified copy of the Articles of Incorporation to our office upon the filing of the original.

Thank you for your assistance.

Sincerely

  
David W. Reitz

DWR:ir

encl.

6-13-96  
WR



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
Secretary of State

FILED  
96 JUN 12 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 4, 1996

**ELTON R. GUFFEY**  
**11423 ULMERTON ROAD**  
**LARGO, FL 34648**

**MOR-LITE OF NORTH AMERICA, INC.**  
**7207-A 114th AVE. N.**  
**LARGO, FL 34643**

The name **MOR-LITE OF NORTH AMERICA, INC.** has been reserved for 120 days beginning June 4, 1996. The reservation number is R96000002769 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 486, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 486-9000, the Name Availability Section

Tracy Smith

Letter number: 096A00027769

**ARTICLES OF INCORPORATION  
OF  
MOR-LITE OF NORTH AMERICA, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

FILED  
96 JUN 12 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation shall be MOR-LITE OF NORTH AMERICA, INC.

**ARTICLE II- NATURE OF THE BUSINESS**

The general character and nature of the business to be transacted by this Corporation is:

(1) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell, convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, to lend money either with or without security, and to operate and manage other businesses under its own name or under a registered trade name;

(2) to engage in the retail, wholesale, and manufacturing businesses in any and all fields, and to do all things necessary to engage in any type of business generally;

(3) to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful to equip, furnish, improve, develop, or manage any property, real or personal, at any time owned, held, or occupied by the Corporation, to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;

(4) to contract debts and borrow money, issue, sell and pledge bonds, securities, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of Corporate indebtedness as may be required, and to use, spend, dispose of, or lend funds of the Corporation to further the business or purposes of the Corporation;

(5) to purchase the assets of any other corporation and to engage in the same or other types of business, including the repurchase of its own shares;

(6) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock, bonds, securities, or other evidences of indebtedness of any other corporation of the State of Florida or of any other state or government, and while the owner of any such stock, bonds and securities to exercise all rights and privileges of ownership, including the right to vote such stock;

(7) to enter into, make, perform, and carry out contracts and agreements of every kind, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including the purchase of its own shares;

(8) to carry out any and all of its operations and businesses and promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations;

(9) to engage in any and all lawful businesses, trades, occupations and professions; and

(10) to do any and all of the things set forth herein to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do such other things and perform such other acts as may be necessary, profitable, or expedient in carrying out any of the business, objects or powers set forth herein.

None of the objects, powers and clauses set forth herein shall be in any way limited or restricted by reference to, or inference from, the terms of any other objects, powers, or clauses of this Article. Such objects, powers and clauses of this Article shall be regarded as independent.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any time is Ten Million (10,000,000) shares, with a par value of (\$.001) per share. Authorized stock may be paid for in cash, services, or property at a value to be fixed by the Board of Directors of this Corporation at any regular or special meeting thereof.

### ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

503 Barnes Drive  
Brandon, FL 33511

and the name of the initial registered and resident agent at that address is Jose A. Alvarez

### ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation shall be:

7207 - A 114th Avenue North  
Largo, FL 34643

The Board of Directors may from time to time designate such other location as the principal office of the corporation as it may deem appropriate.

#### ARTICLE VI - DIRECTORS

This Corporation shall have at least one (1) Director initially. The number of Directors may be increased or diminished from time to time by the bylaws, but never shall be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial Board of Directors who shall hold office until his successors are elected and have qualified is:

Jose A. Alvarez  
503 Barnes Drive  
Brandon, FL 33511

#### ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

Elton R. Guffey  
2710 Alt 19, Suite 406  
Palm Harbor, FL 34683

#### ARTICLE IX - SUBSCRIBER

The name and street address of the Subscriber of these Articles of Incorporation is:

Jose A. Alvarez  
2710 Alt 19, Suite 406  
Palm Harbor, FL 34683

#### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

#### ARTICLE XI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

Alternately, such amendment may be made by the affirmation of a majority of the Directors and stockholders, without any requirement for meetings and notices thereof, if said majority of the Directors and stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such a written statement by said majority.

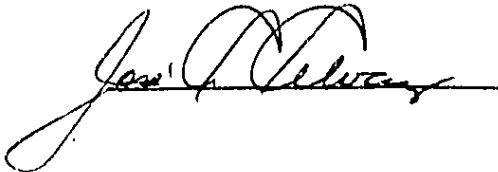
## ARTICLE XIII - MISCELLANEOUS PROVISIONS

It is the intention of the subscriber of this Corporation that the first Board of Directors have the option to adopt a plan under 26 U.S.C.A., Section 1371 through 1377, "Subchapter S" and to adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under said Code, as it may deem such plans appropriate for the financial benefit of the Corporation.

Additionally, the Board of Directors shall be empowered to enact or elect, or change the enactment or election of, any other federal and State provisions as it may deem appropriate for financial benefit of the Corporation. Any such enactments or elections shall be made through a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have set my hand and seal hereto and acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida this

11<sup>th</sup> of June 1996.

 (SEAL)

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared Jose A. Alvarez to me well known to be the individual described in an executing the foregoing Articles of Incorporation, who acknowledged before me that he executed the same for the purposes therein expressed.

*Known by me to him A 416 421 48 830 2-48 88*

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS June 11, 1996

*William Kenneth Stewart (notary)*



OFFICIAL SEAL  
WILLIAM KENNETH STEWART  
My Commission Expires  
Sept. 30, 1996  
Comm. No. CC 232640

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION: MOR-LITE OF NORTH AMERICA, INC.**

**REGISTERED AGENT:**

Jose A. Alvarez  
503 Barnes Drive  
Brandon, FL 33511

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Jose A. Alvarez

Date: 6/11/96

FILED  
96 JUN 12 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA