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WALKER & SMITH, P.A.

ATTORNEYS AT LAW
1330 THOMASVILLE ROAD
TALLAHASSEE, FLORIDA 32303

J. LAYNE SMITH
CLAUDE R. WALKER*

*CERTIFIED PUBLIC ACCOUNTANT, FLORIDA

June 12, 1996

FILED
96 JUN 13 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 385-8000
(904) 222-1930
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Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of Morris Brothers Enterprises, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-referenced Florida corporation. Also enclosed is our firm check in the amount of \$70.00, representing the fee for incorporation. Please return the Articles of Incorporation to me once they have been filed, and any other paperwork generated as a result of processing this request.

Very truly yours,

Jayne Smith
J. LAYNE SMITH

JLS:ct
Enclosures

cc: Mr. Mitchell G. Morris

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*****70.00 *****70.00

6-14-96

**ARTICLES OF INCORPORATION
OF
MORRIS BROTHERS ENTERPRISES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MORRIS BROTHERS ENTERPRISES, INC.

The address of the principal office of this corporation shall be 6082 Covey Crossing, Tallahassee, Florida 32312, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1330 Thomasville Road, Tallahassee, Florida 32303, and the name of the initial registered agent of the corporation at that address is J. Layne Smith.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation:

Mitchell G. Morris
6082 Covey Crossing
Tallahassee, Florida 32312

and

Michael D. Morris
11319 Painted Tree Road
Charlotte, North Carolina 28226

IN WITNESS WHEREOF, the undersigned agent of the corporation has hereunto set his
hand and seal this 11th day of June, 1996.


MITCHELL G. MORRIS

Incorporators.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

J. Layne Smith, located at the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

J. LAYNE SMITH

FILED
JUN 13 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA