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ROSE AND WELLER
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COCOA BEACH, FLORIDA 32932-1255

WALTER T. ROSE, JR., P.A.
WILLIAM E. WELLER

May 7, 1996

TELEPHONE (407) 784-0147
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Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL. 32301

100001862401
-06/14/96--01062--019
****122.50 ****122.50

Re: MORGAN EDUCATION SYSTEMS, INC.

EFFECTIVE DATE

6.7.96

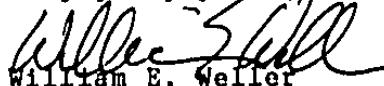
Dear Sir:

You will find enclosed original and one copy of Articles of Incorporation of Morgan Education Systems, Inc., together with our firm's check of \$122.50 representing the following filing fees:

Filing Articles	\$35.00
Certified copy	52.50
Resident Agent Fee	35.00
	<u>\$122.50</u>

After filing, please return the certified copy of the Articles to this office. Thank you for your cooperation and assistance in this matter.

Very truly yours,


William E. Weller

WEW/bvc
Enclosure
cc: Albert Morgan

JUN 17 1996 BSB

FILED
96 JUN 14 PM 1:45
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MORGAN EDUCATION SYSTEMS, INC.

FILED
96 JUN 14 PM 1:45
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-7-96

ARTICLE I. NAME

The name of this corporation is MORGAN EDUCATION SYSTEMS, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of conducting any lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$5.00 par value stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3115 South Atlantic Ave., #201, Cocoa Beach, FL. 32931 and the name of the initial registered agent of this corporation at that address is ALBERT MORGAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one 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 director of this corporation is: Albert Morgan, 3115 South Atlantic Ave., #201, Cocoa Beach, FL. 32931.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is: Albert Morgan, 3115 South Atlantic Ave., #201, Cocoa Beach, FL. 32931.

ARTICLE IX. BYLAWS

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

ARTICLE X. CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%)

percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

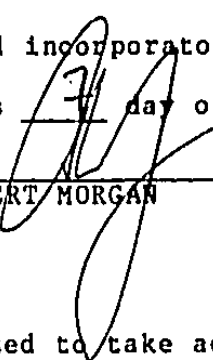
A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

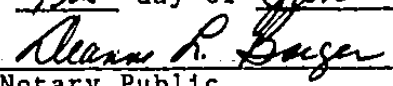
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this 7th day of June, 1996.


ALBERT MORGAN

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Albert Morgan personally known to me and who took an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid this 7th day of June, 1996.


Notary Public

My Commission Expires:



DEANNE L. DINGER
MY COMMISSION # CC369457 EXPIRES
May 18, 1998
BONDED THROUGH TROY PAID INSURANCE, INC.

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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That MORGAN EDUCATION SYSTEMS, INC. desiring to organize under the laws of the State of Florida with its principal office located at 3115 South Atlantic Ave., #201, Cocoa Beach, FL. 32931 has named ALBERT MORGAN whose address is 3115 South Atlantic Ave., #201, Cocoa Beach, FL. 32931 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

ALBERT MORGAN

FILED
96 JUN 14 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA