

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 7/30
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 12:30

11-2125 7 POUNDS 5 W.C., THOMASVILLE, GA.

RE: Morgan Blake Associates, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

96 SEP 30 AM 19 15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 96 SEP 30 PM 12 37
 RECEIVED

ARTICLES OF INCORPORATION
OF
MORGAN BLAKE ASSOCIATES, INC.

A Florida Corporation

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

MORGAN BLAKE ASSOCIATES, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 60, all of which is without par value. All stock shall be paid and non-assessable. (Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed, from time to time, by the Board of Directors).

ARTICLE IV

The corporation shall have perpetual duration.

ARTICLE V

The initial street address of the registered office of the corporation shall be and is 101 South Atlantic Blvd., Suite 214, Fort Lauderdale, FL 33316 and the name of the initial registered agent of the corporation at this address is Barry J. Geister.

The business shall be located at 101 South Atlantic Blvd., Suite 214, Fort Lauderdale, FL 33316.

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96 SEP 30 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The number of directors of this corporation shall be and is one (1). That number may be increased (or diminished) from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The names and addresses of the members of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Barry J. Geister
101 So. Atlantic Blvd.
Fort Lauderdale, FL 33316

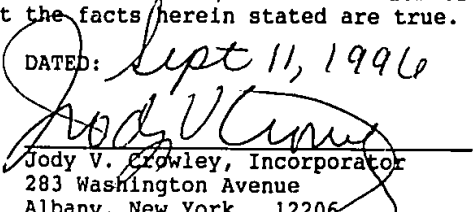
ARTICLE VIII

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as maybe prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President or Vice President shall not also be the Secretary of Assistant Secretary of this corporation.

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

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this day for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

DATED: Sept 11, 1996


Jody V. Crowley, Incorporator
283 Washington Avenue
Albany, New York 12206

SEP-11-1996 12:46

Foster, HQ

P.02

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96 SEP 30 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, in compliance with said Act:

FIRST: That MORGAN BLAKE ASSOCIATES, INC., a corporation
desiring to organize under the laws of the State of Florida, with
its registered office as indicated in the Articles of Incorporation
at 101 South Atlantic Blvd. Fort Lauderdale, County of Broward,
State of Florida, 33316 has named Barry J. Geister at that address
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

DATED: 9-11-96


Barry J. Geister, Agent

ARTICLE OF INCORPORATION
OF
MORGAN BLAKE ASSOCIATES, INC.
A Florida Corporation

FILER:

Corporate Service Bureau, Inc.
283 Washington Avenue
Albany, New York 12206