

MLM

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RUDEN, MCCLOSKEY, SMITH, ET. AL.

Requestor's Name

215 SOUTH MONROE STREET - #815

Address

TALLAHASSEE, FL 32301 681-9027

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Morrow and Associates, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
MORROW & ASSOCIATES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Name of Corporation**

The name of the corporation shall be MORROW & ASSOCIATES, INC.

**ARTICLE II
Purposes and Powers**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III
Shares**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares with a par value of \$.10. All such shares shall be of a single class, designated as common.

**ARTICLE IV
Indemnification**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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ARTICLE V

Application of Florida Control-Share Acquisition

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VI

Board of Directors

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address are as follows:

Hal Morrow
P. O. Box 50791
Jacksonville, FL 32240

ARTICLE VII

Corporate Action

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. If the required majority of the shareholders or directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

ARTICLE VIII

Registered Agent

The initial registered agent of the corporation is Frank P. Rainer, Esq.. The street address of the corporation's initial registered office is 215 S. Monroe St., Suite 815, Tallahassee, FL 32301.

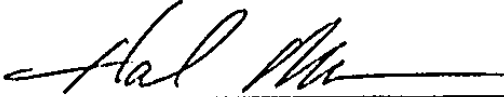
ARTICLE IX
Principal Place of Business

The principal place of business shall be 316 A 8th Street, Atlantic Beach, Florida 32233 and mailing address of this corporation shall be: P. O. Box 50791, Jacksonville, FL 32240.

ARTICLE X
Incorporator

The name and address of the incorporator to these Articles of Incorporation is Hal Morrow, P. O. Box 50791, Jacksonville, FL 32240.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of October, 1996.

A handwritten signature in cursive script, appearing to read "Hal Morrow", is written over a horizontal line.


Hal Morrow, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
THE SERVICE OF PROCESS WITHIN FLORIDA,
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

THAT MORROW & ASSOCIATES, INC., INCORPORATED AND DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF ATLANTIC BEACH, STATE OF
FLORIDA, HAS NAMED FRANK P. RAINER, ESQ., LOCATED AT 215 SOUTH MONROE
STREET, SUITE 815, TALLAHASSEE, FLORIDA 32301, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE


Hal Morrow, President

DATE

October 9th, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


Frank P. Rainer

DATE

October 9th, 1996

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