

P960000 87014

TRANSMITTAL LETTER

FILED
96 OCT 21 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200001982402--6
-10/22/96--01049--001
***122.50 ***122.50

SUBJECT: Morpho Corporation
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FROM: Heung Ki Cho
Name (printed or typed)

1310 W. Colonial Drive Suite 18
Address

Orlando, FL 32804
City, State & Zip

(407) 667-8519
Daytime Telephone number

F. CH. 38-1-A 001 2 2 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Morpho Corporation

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation ") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act", executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Morpho Corporation.

ARTICLE II

Commencement of Corporation Existence

This Corporation shall commence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this corporation shall be the transaction of any or all lawful business for which corporations

FILED
96 OCT 21 PM 2:11
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

may be incorporation under the Act. This corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

B. Voting Right

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to on vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or an bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Orlando County of Orange and State of Florida, and its address there shall be, at present, **1310 W. Colonial Drive Suite 18, Orlando, FL**, and the initial registered agent of the Corporation at that address shall be **Heung K. Cho**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of the business and the mailing address of the Corporation shall be:

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director (s). The name and street address of the director (s) of this Corporation are:

Heung K. Cho
1048 Petal Court
Orlando, FL 32818

The number of directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Article of Incorporation as Incorporator are:

**Heung K. Cho
1048 Petal Court
Orlando, FL 32818**

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

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

ARTICLE X

Heading and Captions

The heading or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 10th day of October 1996.



Heung K. Cho

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Morpha Corporation

2. The name and address of the registered agent and office is:

Heung Ki Cho
(NAME)

1310 W. Colonial Drive Suite 18
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

-Orlando, FL 32804
(CITY/STATE/ZIP)

FILED
96 OCT 21 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

10/17/96
(DATE)