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MICHAEL EDWARDS

ATTORNEY AT LAW, CHARTERED

POST OFFICE BOX 7278

PORT ST. LUCIE, FLORIDA 34984

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FILED

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MICHAEL EDWARDS
SHARON A. EVANS, PARALEGAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS
1050 PORT ST. LUCIE BOULEVARD
PORT ST. LUCIE, FLORIDA 34983

FAX (561) 337-3103

October 29, 1996

Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Arboria, Inc.
Our File No. 96-174

Dear Sir or Madam:

Enclosed for filing is the original and one (1) copy of the Articles of Incorporation for the above corporation. Also, enclosed is this law firm's check in the amount of \$70.00 representing the following:

Filing fee in the amount of: \$35.00
Registered Agent Designation in the amt of: 35.00

Total: \$70.00

Please file the Articles of Incorporation and return the copy to me with the filing date affixed thereon on the self-addressed, stamped envelope provided for your convenience.

Thank you for your assistance in this matter. Should you have any questions or need additional information on this matter, please contact the undersigned or Sharon.

Very truly yours,

MICHAEL EDWARDS, ATTORNEY
AT LAW, CHARTERED

By:

Michael Edwards, Esq.

ME/mac
Encs.

PH
11/5/96

ARTICLES OF INCORPORATION
OF
ARBORIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for the purpose hereinafter stated under and pursuant to the laws of the State of Florida, do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be **ARBORIA, INC.**

ARTICLE II

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 18480 Glades Cutoff Road, Fort Pierce, Florida 34954, with the privilege of having its offices and branch offices at such other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be DALE FARABEE, a resident of Florida, and the Registered Office of the corporation shall be 18480 Glades Cutoff Road, Ft. Pierce, Florida 34954.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by a board of not less than one and not more than seven directors.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME

ADDRESS

DALE FARABEE

18480 Glades Cutoff Road
Fort Pierce, Florida 34954

v

ARTICLE IX
INITIAL OFFICERS

The names, offices, and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

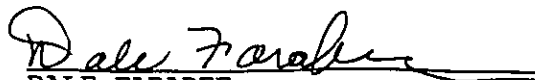
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DALE FARABEE	President/ Treasurer	18480 Glades Cutoff Road Fort Pierce, Florida 34954
DIANE CRAIG	Secretary	18480 Glades Cutoff Road Fort Pierce, Florida 34954

ARTICLE X
INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are DALE FARABEE, 18480 Glades Cutoff Road, Fort Pierce, Florida 34954.

ARTICLE XI
BEGINNING OF CORPORATE EXISTENCE

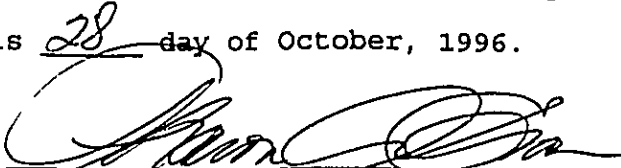
The corporate existence of this corporation shall commence at 8:00 a.m. on the day of filing of these Articles of Incorporation.


DALE FARABEE

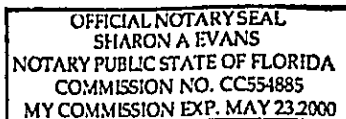
STATE OF FLORIDA]
] SS:
COUNTY OF ST. LUCIE]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared DALE FARABEE, personally known to me and to me well known to be the incorporator of ARBORIA, INC., who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Port St. Lucie, County of St. Lucie, State of Florida, on this 28 day of October, 1996.


Sharon A. Evans, Notary Public
State Of Florida, At Large
Commission Number: CC-554885

My Commission Expires:

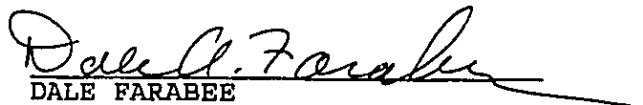


CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

1. ARBORIA, INC., arising to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Fort Pierce, State of Florida, has named DALE FARABEE, located at 18480 Glades Cutoff Road, Fort Pierce, Florida 34954, as its agent to accept service of process within this State.

2. 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.


DALE FARABEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MICHAEL EDWARDS
ATTORNEY AT LAW, CHARTERED
POST OFFICE BOX 7278
PORT ST. LUCIE, FLORIDA 34986
(561) 337-3100

MICHAEL EDWARDS
SHARON A EVANS PARALEGAL

STREET ADDRESS
1514 S E PORT ST LUCIE BOULEVARD
PORT ST. LUCIE, FLORIDA 34962
FAX (561) 337-3103

August 5, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ARBORIA, INC.
Articles of Amendment for Name Change

Dear Sir or Madam:

In connection with the captioned matter, enclosed please find the Articles of Amendment for Arboria, Inc. amending its name to Arboria-Morgan, Inc., effective January 1, 1997, to be filed in the Secretary of State's office. Also, enclosed is this firm's check in the amount of \$35.00, to cover the fee for same.

Thank you for your prompt attention and assistance in this matter. Should you have any questions or need additional information on this matter, please contact the undersigned or Sharon.

Very truly yours,

MICHAEL EDWARDS, ATTORNEY
AT LAW, CHARTERED

By: 
Michael Edwards, Esquire

/se

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT OF:

ARBORIA, INC.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, all shareholders and directors of ARBORIA, INC., held a Special Meeting of the Board of Directors and Special Meeting of Shareholders on December 30, 1996, and

WHEREAS, it was resolved that the name of said corporation is to be amended effective January 1, 1997, to be: ARBORIA-MORGAN, INC., and said amendment was adopted by all shareholders on said date, and

WHEREAS, it was resolved that the President of the corporation is authorized to file the proper and necessary paperwork and to pay the proper fee to the Secretary of State's Office in and for the State of Florida, for said name change.

IT IS RESOLVED, that from this date forward, ARBORIA, INC., shall now be known as: ARBORIA-MORGAN, INC., as a corporation in the State of Florida effective January 1, 1997.


DALE FARABEE
President and Director