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OTHER FILINGS	REGISTRATION/QUALIFICATION	
Annual Report	Foreign	HOLD FOR
Fictitious Name	Limited Partnership	PICKUP BY
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# ARTICLES OF INCORPORATION SECULATION OF John M. Morgan, P.A.

The undersigned natural person is licensed or otherwise legally authorized to practice the profession of Attorney and Counselor at Law in the State of Florida and intends to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

### ARTICLE I. NAME

The name of the corporation is John M. Morgan, P.A.

### ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual.

### ARTICLE III. PURPOSE

The purpose of the corporation is to practice the profession of Attorney and Counselor at Law. The sole and exclusive professional service to be rendered by the corporation is legal services.

### ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is One Hundred (100) shares. Such shares shall be of a single class of common stock, and shall be without par value.

### ARTICLE V. PRINCIPAL OFFICE

The address of the corporation's principal office is 302 Lee Boulevard, Suite 102, Lehigh Acres, Florida 33936. The name of the initial registered agent of the corporation, located at such office, is John M. Morgan.

### ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

### ARTICLE VII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

John M. Morgan 302 Lee Boulevard, Suite 102 Lehigh Acres, Florida 33936

### ARTICLE VIII. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is One (1), and the names and addresses of the initial directors are:

John M. Morgan 302 Lee Boulevard, Suite 102 Lehigh Acres, Florida 33936

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be annual and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

### ARTICLE IX. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

### ARTICLE X. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

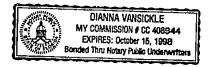
In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Lehigh Acres, Florida on July 1, 1996.

Morgan, Incorporator

# STATE OF FLORIDA COUNTY OF LEE

My Commission Expires:

Notary Public



January 6, 1997

To: The Department of State Tallahassee, Florida 32304



## Certificate Designating Place Of Business Or Domicile For The Service Of Process Within Florida Naming Agent Upon Whom Process May Be Served

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

John M. Morgan, P.A., with its place of business at 302 Lee Boulevard, Suite 102, Lehigh Acres, Florida 33936 has named John M. Morgan, located at 302 Lee Boulevard, Suite 102, Lehigh Acres, FL 33936 as its agent to accept service of process within the State of Florida.

Dated the 64 of January, 1997.

John M. Morgan

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated the 612 of January, 1997.

John M. Morgan Registered Agent