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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 22-4001

FROM: FORD, JETER & BOWLUS, P.A.
CONTACT: VICKI CUMMINS
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NAME: CARL MORBY ENTERPRISES, INC.
AUDIT NUMBER.....H97000002495
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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ARTICLES OF INCORPORATION
OF
CARL MOREY ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

The name of this corporation shall be CARL MOREY ENTERPRISES, INC.

Article II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 1634 Blanding Blvd., Jacksonville, FL 32210.

Article III
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Article IV
Initial Registered Agent and Address

The street address of the initial registered office of this corporation is c/o Ford, Jeter & Bowlus, P.A., 10110 San Jose Blvd., Jacksonville, Florida 32257 and the initial registered agent at that office is Robert M. Morgan.

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

Robert M. Morgan, Esquire
Ford, Jeter & Bowlus, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257

This Instrument Prepared by:
Robert M. Morgan, Esquire
Florida Bar No. 511160
Ford, Jeter & Bowlus, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257

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Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

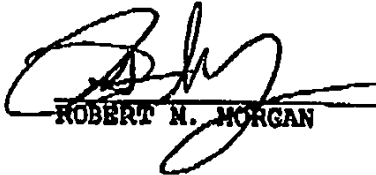
(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation is:

Carl Morey
1634 Blanding Blvd.
Jacksonville, FL 32210

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 14 day of February, 1997.


ROBERT M. MORGAN

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

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CARL MOREY ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates ROBERT M. MORGAN as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Ford, Jeter & Bowlus, P.A., 10110 San Jose Blvd., Jacksonville, Florida 32257.

DATED this 11th day of February, 1997.


ROBERT M. MORGAN

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97 FEB 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 11th day of Feb, 1997.


ROBERT M. MORGAN

This instrument prepared by:
Robert M. Morgan, Esquire
Florida Bar No. 511160
Ford, Jeter & Bowlus, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257

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