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DANIEL J. LEFEVRE
LAWYER

1491 W. FAIRBANKS AVENUE
WINTER PARK, FLORIDA 32789

MAIL: P.O. Box 70
WINTER PARK, FL 32790

TELEPHONE (407) 647-3975
FAX (407) 645-0315

February 5, 1997

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

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-02/11/97--01003--013
****122.50 ****122.50

Re: James R. Morse, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the proposed Articles of Incorporation relative to the above-captioned corporation, together with my check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
	\$122.50

Thank you for your assistance and prompt attention to this matter.

Yours very truly,


Daniel J. LeFevre

DJL/clg

Enclosures

Dmc
2/12/97

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JAMES R. MORSE, INC.

FILED

97 FEB 10 PH 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is JAMES R. MORSE, INC. The corporation's principal office and mailing address is 210 Pembroke Place, Longwood, Florida 32779.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

This corporation is authorized to issue SEVEN THOUSAND (7,000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V.

The street address of the initial registered office of this corporation is 210 Pembroke Place, Longwood, Florida 32779, and the name of the initial registered agent of this corporation at this address is JAMES R. MORSE.

ARTICLE IV.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JAMES R. MORSE
210 Pembroke Place
Longwood, Florida 32779

ARTICLE VII.

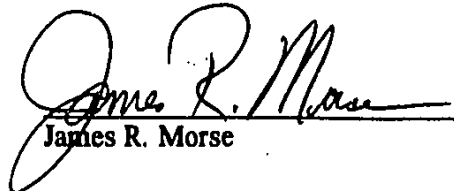
The names and addresses of the persons signing these Articles are:

JAMES R. MORSE
210 Pembroke Place
Longwood, Florida 32779

ARTICLE VIII.

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


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 5th day of February, 1997.

 (SEAL)
James R. Morse

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid personally appeared JAMES R. MORSE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on this the 5th day of February, 1997.



Notary Public, State of Florida
DANIEL J. LEFEVRE
My Comm Exp. 10/28/97
Bonded By Service Ins
No. CC325233
 Personally Present Other DA

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent above, I hereby accept and agree to act in that capacity and agree to comply with the Florida Statutes thereunto appertaining.



James R. Morse