

P 97 0000 15563

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FILED
97 FEB 14 AM 11:18
TALLAHASSEE, FLORIDA

February 10, 1997

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

200002088412--6
-02/14/97--01107--005
****122.50 ****122.50

Re: Articles of Incorporation of
Morningstar Debi, Inc.

Dear Sir/Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above proposed named Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing Fee	35.00
Certified copy fee	52.50
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Chris G. McEwan/wm

Chris G. McEwan

CGM/wm
encs.

F. G. McEwan FEB 19 1997

**ARTICLES OF INCORPORATION
OF
MORNINGSTAR DEBI, INC.**

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ARTICLE I. CORPORATION NAME

The name of this corporation is:

MORNINGSTAR DEBI, INC.

1826 Palaco Grande

Cape Coral, Florida 33904

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

GAYLE MURCHLAND

1826 Palaco Grande

Cape Coral, Florida 33904

stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address are:

GAYLE MURCHLAND, KEN BUNTING & ROY GWIN

1826 Palaco Grande

Cape Coral, Florida 33904

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

GAYLE MURCHLAND

1826 Palaco Grande

Cape Coral, Florida 33904

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 10th day of FEB, 1997

BEFORE ME, a Notary Public, personally appeared

GAYLE MURCHLAND to me known to be the person described as Incorporator or who has produced his drivers licenses as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on FEBRUARY 10, 1997.

My Commission expires:

Wendy M. Mattson



WENDY M MATTSON
My Commission CC297183
Expires Jul. 11, 1997
Bonded by HAI
800-422-1555

Notary Public

I hereby am familiar with and accept the duties and responsibilities as registered agent for MORNINGSTAR DEBI, INC.

Gayle Murchland

GAYLE MURCHLAND

Registered Agent

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TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared GAYLE MURCHLAND to me known to be the person described as Registered Agent or who has produced his drivers license as identification and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this FEBRUARY 10, 1997.

Wendy M. Mattson

Notary Public

My Commission expires:



WENDY M MATTSON
My Commission CC207183
Expires Jul. 11, 1997
Bonded by HAI
800-422-1555