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J. WIL MORRIS
447 N.E. 107TH STREET
MIAMI, FLORIDA 33161

March 20, 1997

Secretary of State of Florida
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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Re: J. Wil Morris, P.A.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida Corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee -	\$ 35.00
Certified Copy -	52.50
Registered Agent Fee -	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and forward the certified copy to the undersigned at your earliest opportunity.

Thank you for your prompt attention to this matter.

Sincerely,


J. Wil Morris

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

J. WIL MORRIS, P.A.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a professional service corporation pursuant to the Professional Service Corporation Act, Florida Statutes, Chapter 621.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is render legal and professional services to the public; but such professional service shall be rendered only through officers, employees and agents who are duly licensed to practice law or are other legally authorized to render such service 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 one hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares

issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

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:

Name: Ron Cordon, Esquire
Address: 335 N.W. 54th Street, Miami, Florida 33127

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

Name: J. Wil Morris
Title: President, Director
Address: 447 N.E. 107th Street, Miami, FL 33161

The person named as initial director 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

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

Address: 447 N.E. 107th Street, Miami, FL 33161

ARTICLE IX

INCORPORATOR

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

Name: J. Wil Morris
Address: 447 N.E. 107th Street, Miami, FL 33161

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

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 thereon, 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 the Incorporator, has executed the foregoing Articles of Incorporation as of the 1st day of March, 19 97.


J. Wil Morris

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That J. Wil Morris, P.A., desiring to organize under the laws of the State of Florida, with its registered office at: 447 N.E. 107th Street, Miami, FL 33161, has named **Ron Cordon, Esq.**, located at 335 N.W. 54th Street, Miami, FL 33127, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


Ron Cordon, Esq.

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