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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

87 JUN 18 AM 11:18

FILED

June 13, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: MORRISON HANNA DESIGN, INC.

Client/Matter #33635-38066

To Whom It May Concern:

Enclosed please find the Articles of Incorporation of Morrison Hanna Design, Inc. for filing with the State, as well as a check in the amount of \$122.50 for this service. I have also enclosed an additional copy of the Articles of Incorporation to be certified and returned to the following:

Bruce P. Chapnick, Esq.  
ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.  
2033 Main Street  
Sarasota, Florida 34237

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\*\*\*\*122.50 \*\*\*\*122.50

Should you have any questions or concerns regarding this request, please contact the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

*Donna Brewer*

Donna Brewer, Secretary for  
Bruce P. Chapnick, Esq.

:db

Enclosures

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ARTICLES OF INCORPORATION  
OF

MORRISON HANNA DESIGN, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is:

MORRISON HANNA DESIGN, INC.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is:

2623 Bee Ridge Road  
Sarasota, Florida 34236

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is Five Hundred (500) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick.

#### **ARTICLE VII - DIRECTORS**

The initial board of directors shall consist of (number) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Patricia Morrison	1241 Gulf of Mexico Drive, #307 Longboat Key, FL 34228
Samir Hanna	2623 Bee Ridge Road Sarasota, FL 34236

#### **ARTICLE VIII - INCORPORATOR**

The names and street addresses of the incorporator(s) to these Articles of Incorporation are:

Name	Address
Patricia Morrison	1241 Gulf of Mexico Drive, #307 Longboat Key, FL 34228

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

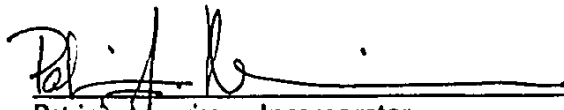
#### **ARTICLE X - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

**ARTICLE XI - SHAREHOLDER ACTION**

An affirmative vote of the majority of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1997.

  
Patricia Morrison, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Morrison Hanna Design, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
Bruce P. Chapnick, Registered Agent  
Date: June 12, 1997

**FILED**  
97 JUN 18 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA