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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.

ACCT#: 110432003053

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MORGAN HOLDINGS, INC.

AUDIT NUMBER.....H97000018857

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Morgan Holdings, Inc.

EFFECTIVE DATE

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### Article II. Address

The mailing address of the Corporation is:  
Morgan Holdings, Inc.  
262 Cordova Road  
West Palm Beach FL 33401 Palm Beach

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Jim Tittle  
823 North Olive Avenue  
West Palm Beach FL 33401

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

C. Rodney O'Connor

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street, 2nd Floor  
Miami Beach FL 33139  
(305) 672-0686

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 100 shares of common stock, par value zero per share.

**Article VI. Incorporator**

The name and address of the incorporator is:  
Corporate Creations International Inc.  
941 Fourth Street, 2nd Floor  
Miami Beach FL 33139

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on November 10, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 12, 1997.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.  
Kara O'Donnell Vice President

Corporate Creations International Inc.  
941 Fourth Street, 2nd Floor  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**Morgan Holdings, Inc.**

**REGISTERED AGENT/OFFICE:**

**Jim Tittle  
823 North Olive Avenue  
West Palm Beach FL 33401**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**JIM TITTLE**

**Kara O'Donnell as attorney-in-fact**

**Date: November 12, 1997**

**Corporate Creations International Inc.  
941 Fourth Street, 2nd Floor  
Miami Beach FL 33139  
(305) 672-0686**

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