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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 ~~SPENCER~~ *Golf Korda*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: FIRST MORGAN TRUST COMPANY

AUDIT NUMBER.....H97000019579

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
First Morgan Trust Company

Article II. Address

The mailing address of the Corporation is:
First Morgan Trust Company
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Brenda Lee Hamilton
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article IV. Board of Directors

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

David Margulies

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.

Brenda Lee Hamilton | FL Bar Member 004618
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-416-8956

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.001 per share.

Article VI. Incorporator

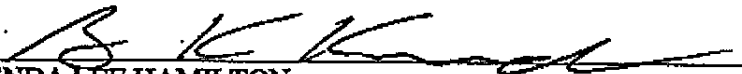
The name and address of the incorporator is:

Brenda Lee Hamilton
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 24, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 24, 1997.


BRENDA LEE HAMILTON
by G.K. Kuroda as attorney-in-fact

Brenda Lee Hamilton | FL Bar Member 004618
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-416-8956

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

First Morgan Trust Company

REGISTERED AGENT/OFFICE:

**Brenda Lee Hamilton
555 South Federal Highway, Suite 400
Boca Raton FL 33432**

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.



BRENDA LEE HAMILTON

by G.K. Kuroda as attorney-in-fact

Date: November 24, 1997

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TALLAHASSEE, FLORIDA

**Brenda Lee Hamilton | FL Bar Member 004618
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