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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: MORNINGSTAR ENTERPRISES, INC.

AUDIT NUMBER.....H98000005331

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

CERT. OF STATUS..0

PAGES.....5

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ARTICLES OF INCORPORATION OF  
MORNINGSTAR ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be

MORNINGSTAR ENTERPRISES, INC.

The address of the initial principal office of this corporation shall be 1308 NW 58th Avenue, Margate, FL 33063 and the mailing address shall be the same.

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ARTICLE II - Nature of Business:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 3284 North State Road 7, Lauderdale Lakes, Florida 33319, and the name of the initial registered agent of the corporation at that address shall be Joseph K. Nofil, C.P.A., P.A.

Prepared by:

Joseph K. Nofil, C.P.A., P.A.  
3284 North State Road 7  
Lauderdale Lakes, FL 33319  
(954) 484-5533

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have two officers and two directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Katherine Payton  
1308 NW 58th Avenue  
Margate, FL 33063

President  
Secretary  
Treasurer

Tim Payton  
1308 NW 58th Avenue  
Margate, FL 33063

Vice President

ARTICLE VII - Incorporator:

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph K. Nofil, C.P.A., P.A.  
3284 North State Road 7  
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 18th day of March, 1998.

  
JOSEPH K. NOFIL  
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.  
(REGISTERED AGENT)

Prepared by:

Joseph K. Nofil, C.P.A., P.A.  
3284 North State Road 7  
Lauderdale Lakes, FL 33319  
(954) 484-5533

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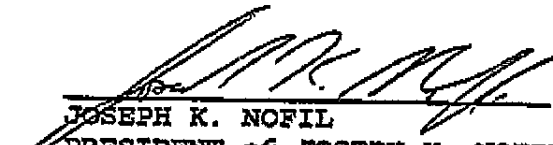
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ARTICLE VIII - Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be "small business stock" as defined by Internal Revenue Code Section 1244.

ARTICLE IX - Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

  
JOSEPH K. NOFIL  
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.  
(REGISTERED AGENT)

Prepared by:

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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.

In pursuance of Chapter 607.34 Florida Statutes, the  
following is submitted, in compliance with said Act:

First That **MORNINGSTAR ENTERPRISES, INC.**

desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at the City of Margate, County of Broward,  
State of Florida has named Joseph K. Nofil, C.P.A., P.A.,  
located at 3284 North State Road 7, City of Lauderdale  
Lakes, City of Broward, State of Florida, as its agent to  
accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the  
above stated corporation, at place designated in this  
certificate. I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative to  
keeping open said office.

  
JOSEPH K. NOFIL  
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.  
(REGISTERED AGENT)

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