

8/19/98

FLORIDA DIVISION OF CORPORATIONS
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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: MORRIS MARKETING GROUP, INC.

AUDIT NUMBER.....H98000015488

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

MORRIS MARKETING GROUP, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MORRIS MARKETING GROUP, INC.

ARTICLE II

This corporation shall be perpetual commencing with the filing of these Articles.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

A. Pursue its purposes and business in any and all locations, foreign and domestic.

B. Acquire, own, hold, develop, deal in and with, maintain and operate, in unlimited fashion, such real and personal property of every kind and description within and without the State of Florida.

C. Buy and sell real and personal property of any nature whatsoever.

D. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise deal with any property.

E. Import and export wares, goods and merchandise of any nature whatsoever.

F. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

G. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

H. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

Prepared by:
Kaufman & Port, P.A.
2754 W. Oakland Park Blvd.,
Oakland Park, FL 33311
(954) 777-9900
FL. Bar No.: 987387

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I. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

J. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.

K. Guarantee performance by any other person and/or entity.

L. Act for or on behalf of a Seller of Travel that is operating in compliance with Sections 559.926-559.939, Florida Statutes, the Sellers of Travel Act.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV

The total number of shares of capital stock which the corporation shall be authorized to issue is One Hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital which the corporation will begin its operations is not less than \$500.00.

ARTICLE VI

The initial street address of the corporation's principal office is 2641 E. Atlantic Blvd., Suite 301-A, B and C, Pompano Beach, Florida 33062 and the name of its initial registered agent at such address is David H. Morris.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one. The names and address of the initial directors of this corporation is:

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David H. Morris

2641 E. Atlantic Blvd.,
Suite 301-A, B and C
Pompano Beach, FL 33062**ARTICLE VIII**

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

David H. Morris
2641 E. Atlantic Blvd.,
Suite 301-A, B and C
Pompano Beach, FL 33062**ARTICLE IX**

The corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE X

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, has executed these Articles of Incorporation at

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OAKLAND PARK (city), BROWARD County, Florida, on this
18th day of August, 1998.

David H. Morris
David H. Morris
2641 E. Atlantic Blvd.,
Suite 301-A, B and C
Pompano Beach, FL 33062
(954) 941-0545

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS.:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared David H. Morris, known to me or produced Florida Driver License for identification and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of August, 1998.

Janet Phillips
Notary Public, State of Florida

My commission expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MORRIS MARKETING GROUP, INC., desiring to organize or qualify under the laws of the State of Florida has named David H. Morris, as its registered agent to accept service of process within Florida, at 2641 E. Atlantic Blvd., Suite 301-A, B and C, Pompano Beach, FL 33062, which address is also designated as the initial registered office of the corporation first mentioned above.

David H. Morris
David H. Morris
Registered Agent

Date: 8/18/98

FILED
98 AUG 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I, David H. Morris, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

David H. Morris
David H. Morris

Date: 8/18/98

STATE OF FLORIDA)
COUNTY OF DREWD) SS.:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared David H. Morris, known to me or produced Florida Drivers License for identification and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me

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that she executed those Articles of Incorporation.

WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of August, 1998.


Notary Public, State of Florida

My commission expires:



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