

LAW OFFICE OF  
**CARL L. JOHNSON**  
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CARL L. JOHNSON  
Real Property Law

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**P98000073629**

August 18, 1998

Secretary of State  
The Capitol  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Morris'n'Stew, Inc.  
98-299

Dear Sir or Madam:

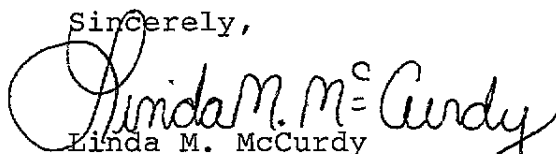
In reference to the above captioned matter, please find enclosed Check No. 9644 in the amount of \$122.50 to file the enclosed Articles of Incorporation with the Secretary.

Kindly forward the final document to our office in the envelope provided.

Thank you in advance for your assistance.

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-08/20/98--01044--019  
\*\*\*122.50 \*\*\*122.50

Sincerely,

  
Linda M. McCurdy  
Administrative Assistant

Encl.

F. CHESSEY AUG 24 1998

ARTICLES OF INCORPORATION

OF

**Morris'n'Stew, Inc.,**

FILED  
98 AUG 20 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **Morris'n'Stew, Inc.** The mailing address for the corporation is 5200 N.W. 43rd Street, Suite 102-233, Gainesville, Florida 32606.

Article II - Duration

This corporation shall have a perpetual existence, commencing on the date of filing these articles with the Department of State.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4421 N.W. 39th Avenue, Bldg. 1, Suite 2, Gainesville, FL 32606 and the name of the initial registered agent of this corporation at that address is Carl L. Johnson.

Article VII - Initial Board of Directors

The Board of Directors shall be elected as provided for in the By-Laws. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Carl L. Johnson	4421 N.W. 39th Avenue
	Bldg. 1, Suite 2
	Gainesville, FL 32606

Article VIII - Incorporators

The name and address of the person signing these articles is:

Carl L. Johnson	4421 N.W. 39th Avenue
	Bldg. 1, Suite 2
	Gainesville, FL 32606


Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment

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, the undersigned subscribers have executed these articles of incorporation this 18th day of August, 1998.

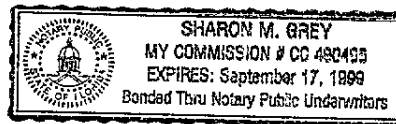
  
Carl L. Johnson

STATE OF FLORIDA  
COUNTY OF ALACHUA

Before me personally appeared CARL L. JOHNSON well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed, that I relied upon the following form of identification: personal knowledge.

18th WITNESS my hand and official seal in the County and State named above this day of August, 1998.

  
Notary Public  
My commission Expires:



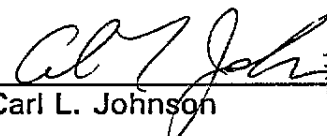
**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE.**

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act;

THAT **Morris'n'Stew, Inc.**, desiring to organize under the laws of the State of Florida has named **Carl L. Johnson, 4421 N.W. 39th Avenue, Bldg. 1, Suite 2, Gainesville, FL 32606, County of Alachua, State of Florida**, as its registered agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment as registered agent and accept the obligations of that position with which I am familiar.

By   
Carl L. Johnson

98 AUG 20 AM 9:06  
FILED  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA