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John B. Crowther

Attorney at Law
279 East Graves Avenue
Orange City, Florida 32763
Tel. (904) 775-6179
Fax (904) 775-7908

October 28, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

1-1-99

Re: Articles of Incorporation (Morganelli & Associates,
Inc.).

Ladies/Gentlemen:

600002677886--4
-11/02/98--01083--010
*****70.00 *****70.00

Enclosed please find the original and ONE (1) copy of the Articles of Incorporation for the above-referenced corporation, together with the original and ONE (1) copy of the certificate designating registered agent. **PLEASE NOTE: THE CORPORATE EXISTENCE OF THIS CORPORATION IS NOT TO BEGIN UNTIL JANUARY 1, 1999.**

It would be most appreciated if you would file said articles and certificate, and return the photocopy (not certified copy) thereof to this office with the date of filing stamped thereon.

Also enclosed please find my office check in the amount of \$70.00 broken down as follows: Filing fee (\$35.00) and registered agent fee (\$35.00).

Thanking you, and should you have any questions please do not hesitate to contact me.

Very truly yours,

John B. Crowther
John B. Crowther

JBC:
Encl:as

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MORGANELLI & ASSOCIATES, INC.

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DIVISION OF CORPORATIONS

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THE UNDERSIGNED, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE
1-1-99

Name

The name of this corporation is MORGANELLI & ASSOCIATES, INC.

ARTICLE II

Duration

The term of existence of this corporation shall commence on January 1, 1999, and its existence shall, thereafter, be perpetual.

ARTICLE III

Purpose

The corporation may transact any and all business for which corporations may lawfully be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock which the corporation has the authority to issue is ONE HUNDRED (100) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) each. Common stock of the corporation shall be issued as "Small Business Corporation" stock, in accordance with a plan or

plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

Pre-Emptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation, and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire, shares of any such unissued or treasury shares.

ARTICLE VI

Registered Office

The street address of the initial Registered Office of the corporation is 947 Torchwood Drive, DeLand, Florida 32724, and the name of the initial Registered Agent is ALBERT J. MORGANELLI.

ARTICLE VII

Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

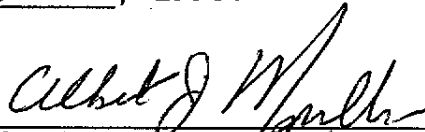
ARTICLE VIII

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
ALBERT J. MORGANELLI	947 Torchwood Drive DeLand, Florida 32724

IN WITNESS WHEREOF, the undersigned has hereunto subscribed
his name, this 27th day of October, 1998.



Albert J. Morganelli

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly
authorized in the State and County aforesaid to administer oaths
and take acknowledgments, personally appeared ALBERT J.
MORGANELLI, who is personally known to me or who produced
personally
known as identification, and he acknowledged that he
executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of
October, 1998.

Notary Public, State of FL

My commission expires:



Margaret S. Crowther
MY COMMISSION # CC784702 EXPIRES
November 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

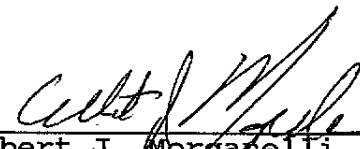
THE FOLLOWING is submitted in compliance with Chapter 48.091,
Florida Statutes (1998), as amended:

MORGANELLI & ASSOCIATES, INC., a corporation organizing under
the Laws of the State of Florida, with its principal office at 947
Torchwood Drive, DeLand, Florida 32724, and its Registered Office
at that same address, has named ALBERT J. MORGANELLI, as its agent
to accept process within this State.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-
named corporation at the place designated as the Registered Office
in this certificate, I hereby accept said designation and agree to
act in this capacity, and further agree to comply with the
provisions of said statute relative to keeping open said
Registered Office.

DATED this 29th day of October, 1998.



Albert J. Morganelli
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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