

TRANSMITTAL LETTER

P98000101797

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

800002702428--2
-12/03/98--01101--011
*****78.75 *****78.75

SUBJECT: Morgan Advertising & Marketing, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

78.75
 \$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tyler Morgan
Name (Printed or typed)

5055 US Highway 17-92
Address

Casselberry, FL 32707
City, State & Zip

407-262-0340
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC - 3 AM 9:30

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC -3 AM 9:30

ARTICLES OF INCORPORATION
OF
MORGAN ADVERTISING & MARKETING, Inc.

The undersigned subscribers, natural persons competent to contract, for the purposes of the forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation:

ARTICLE ONE: NAME - The name of the proposed corporation is: Morgan Advertising & Marketing, Inc.

ARTICLE TWO: DURATION - The duration of the corporation is perpetual.

ARTICLE THREE: CAPITALIZATION --The aggregate number of shares of stock which the corporation shall have authority to issue is one-hundred (100) shares which shall be common stock having no par value. Each share shall have one vote on all business affairs of the corporation, at any business meeting.

ARTICLE FOUR: PRINCIPLE OFFICE OF THE CORPORATION AND THE REGISTERED AGENT - The registered agent of the corporation shall be: Tyler Morgan, 5055 US Highway 17-92, Casselberry, Florida 32707. The principal office of the corporation shall be: 5055 US Highway 17-92, Casselberry, Florida 32707.

ARTICLE FIVE: DIRECTORS AND PRINCIPAL OFFICERS--The number of directors and/or principle officers of this corporation is one. The name and address of directors and/or principal officers, which shall constitute the first Board of Directors; who shall hold office for the first year of existence of the corporation or until

their successors are elected, qualified and sworn to up hold the
by-laws is:

Tyler Morgan
5055 US Highway 17-92
Casselberry, FL 32707

ARTICLE SIX: Name and street address of the incorporator of
these Articles of Incorporation is Lori Noel, Paralegal, P.O. Box
547272, Orlando, Florida 32854.

Lori S. Noel
Lori S. Noel, Incorporator
P.O. Box 547272
Orlando, Florida 32854
(407) 422-0056

Date: 12/2/98

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Tyler Morgan
Tyler Morgan, Registered Agent

12/2/98
Date

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