

P99000002999

Morgan-Madison Enterprises, Inc.

January 7, 1999

Florida Department of State  
Division of Corporations  
Attn: New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

900002729433--7  
-01/04/99-01110-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Last week you received our Articles of Incorporation for ~~Troy~~ *Morgan-Madison* Enterprises Incorporated.

The articles were rejected because the name has already been used by another organization. We opted to change the name of our organization to Morgan-Madison

Enterprises, Inc. Please find enclosed our revised Articles of Incorporation. It is my understanding that your office should still have our filing fee on file (check #765)

If you have any questions, please give me a call at (407) 654-7118.

Sincerely,

  
Terrence A. Troy  
President/ CEO

*Terrence Troy* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Shares* *RA acc*  
DATE *1-12-99*  
DOC. EXAM *CB*

99 JAN 12 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*CB*  
*1-12-99*  
*5*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 6, 1999

TERRENCE A. TROY  
2401 SWEET OAK ST.  
OCOE, FL 34761

SUBJECT: TROY ENTERPRISES INCORPORATED  
Ref. Number: W99000000255

We have received your document for TROY ENTERPRISES INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 699A00000478

FOR PROFIT  
ARTICLES OF INCORPORATION  
OF  
Morgan-Madison Enterprises, Incorporated

**FILED**  
99 JAN 12 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I:**

The name of the Corporation shall be Morgan-Madison Enterprises Incorporated.

**Article II:**

The principal place of business and mailing address of this corporation shall be 2401 Sweet Oak Street, in the city of Ocoee, county of Orange, state of Florida 34761.

**Article III:**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

**Article IV:**

Directors of the corporation are to be appointed by the president of the corporation. The initial directors of the corporation are as follows:

- Terrence A. Troy      2401 Sweet Oak St. Ocoee, FL 34761
- James A. Troy        4023 Maplegrove Dr. Orlando, FL 32818
- Kristina E. Lindblad 2401 Sweet Oak St. Ocoee, FL 34761
- Wylea A. Troy        960 Curn Spaulding Rd. Clarkton, NC 28433

**Article V:**

The name of the initial registered agent and the street address of the registered office is:  
Terrence A. Troy  
2401 Sweet Oak St.  
Ocoee, FL 34761

**Article VI:**

The name and street address of the incorporator of these articles of incorporation is:  
Terrence A. Troy 2401 Sweet Oak St. Ocoee, FL 34761

**Article VII:**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- (i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

#### ARTICLE VIII

The number of shares of stock that the corporation has authorized is 100

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30<sup>th</sup> day of December 1998.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

  
\_\_\_\_\_  
Terrence A. Troy / Registered Agent  
Incorporator

**FILED**  
99 JAN 12 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA