

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

R&J MORGAN DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 14 PM 3:17

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ARTICLES OF INCORPORATION
OF

R & J MORGAN DISTRIBUTORS, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is R & J Morgan Distributors, Inc. The principal place of business and mailing address of the corporation is 2004 Pritchard Street, Panama City, Florida, 32405.

ARTICLE II

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

ARTICLE III

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock, each share having the par value of \$1.00.

ARTICLE V

The street address of the initial registered officer of this corporation is 2004 Pritchard Street, Panama City, Florida, 32405, and the name of the initial registered agent of this corporation at that address is Rickey Morgan.

BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.
62 WHITE STREET
NEW YORK, NY 10013
212-431-5000

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TALLAHASSEE FLORIDA

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ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is: Rickey Morgan, 2004 Pritchard Street, Panama City, Florida, 32405.

ARTICLE VII

The name and address of the person signing these Articles are: Rickey Morgan, 2004 Pritchard Street, Panama City, Florida, 32405.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of May, 1999.


Rickey Morgan

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CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

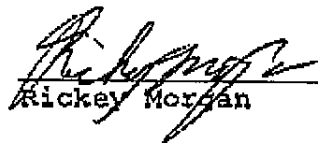
In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

R & J Morgan Distributors, Inc., desiring to organize under the laws of the State of Florida, has designated 2004 Pritchard Street, Panama City, Florida, 32405, as its initial Registered Office and has named Rickey Morgan, 2004 Pritchard Street, Panama City, Florida, 32405, as its agent to accept service of process within this state.


Rickey Morgan

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment and agree to comply with the provisions of said act relative to keeping open said office.


Rickey Morgan

BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.
62 WHITE STREET
NEW YORK, NY 10013
212-431-5000

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