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**Florida Department of State**

Division of Corporations  
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To: Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**morris-lynch & associates, inc.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MORRIS-LYNCH & ASSOCIATES, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of the Corporation is **MORRIS-LYNCH & ASSOCIATES, INC.**, and its principal mailing address is 3900 N. W. 79<sup>th</sup> Avenue, Miami, Florida 33166.

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE AND PERMITTED ACTIVITY**

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value share.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or

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hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The initial registered address of the Corporation is 3900 N. W. 79<sup>th</sup> Avenue, Miami, Florida 33166.

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporators are Nancy Andres, located at 3900 N. W. 79<sup>th</sup> Avenue, Miami, FL 33166 and Emilio Maldonado, 3900 N. W. 79<sup>th</sup> Avenue, Miami, FL 33166.

**ARTICLE VIII**

**INDEMNIFICATION**

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his/her being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his/her own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of  
Incorporation this 16 day of August, 1999.

  
NANCY ANDRES

  
EMILIO MALDONADO

STATE OF FLORIDA )

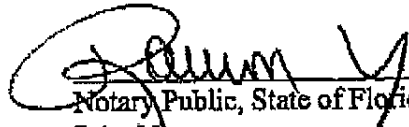
SS:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 16 day of  
August, 1999, by Nancy Andres and Emilio Maldonado who are personally known to me  
or who have produced as identification and who did not take an oath.



RAMON A. CASTILLO  
My Commission CC547491  
Expires Apr. 14, 2000

  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 16<sup>th</sup> day of August, 1999.

  
\_\_\_\_\_  
**EMILIO MALDONADO**  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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