

PP1000085494



ACCOUNT NO. : 072100000032

REFERENCE : 386996 7194191

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1999

ORDER TIME : 11:35 AM

ORDER NO. : 386996-005

CUSTOMER NO: 7194191

CUSTOMER: Mr. Paul J. Woods
URSO PARALEGAL SERVICES
URSO PARALEGAL SERVICES
1085 12th Street

000002997940--8

Vero Beach, FL 32960

DOMESTIC FILING

NAME: MORGAN QUIGLEY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 AM 8:40

RECEIVED
99 SEP 27 PM 1:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION

99 SEP 27 AM 8:40

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I Name

The name of the corporation shall be MORGAN QUIGLEY INC.

Article II Principal Office

The principal place of business of this corporation shall be 88 Crooked Tree Lane, Vero Beach, Florida 32962

Article III Purpose; Nature of Business

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation. The specific purpose for which the corporation is organized is for the sale of food and related products.

Article IV Manner of Electing Directors

The manner in which the directors are elected or appointed is as follows:

The chairman of the board of directors shall appoint two directors at the corporation's annual meeting for a term of two years. The board of directors upon inception of the corporation are:

Paul J. Woods, 88 Crooked Tree Lane, Vero Beach, Florida 32962
(Chairman)

**Article V
Corporate Officers**

Upon inception of the corporation, the corporate officers shall be as follows:

1. President / Treasurer: Paul J. Woods, 88 Crooked Tree Lane, Vero Beach,
Florida 32962

Selection of corporate officers shall thereafter be regulated by bylaws enacted by the board of directors.

**Article VI
Shares**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE (1) shares of common stock having a par value of \$15.00 each. Each stockholder shall have one vote per each share of stock owned by the stockholder. Transfer of shares of stock is restricted to stockholders.

**Article VII
Initial Registered Agent and Street Address**

The name and Florida street address of the initial registered agent are

Paul J. Woods, 88 Crooked Tree Lane, Vero Beach, Florida 32962

**Article VIII
Incorporators**

The name and address of the incorporators to these Articles of Incorporation are:

Paul J. Woods, 88 Crooked Tree Lane, Vero Beach, Florida 32962

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

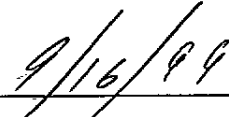
99 SEP 27 AM 8:40

**Article IX
Term of Existence**

This corporation shall exist perpetually.



Signature/Incorporator



Date

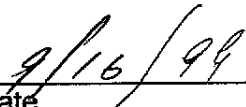
Signature/Incorporator

Date

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 familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent



Date