

LO1 000007233

LAW OFFICE OF
ROKNICH & GIBSON
A PARTNERSHIP OF P.A.S.

SUITE 901
1800 SECOND STREET
SARASOTA, FLORIDA 34236

TELEPHONE 941•365•1166
TELECOPIER 941•365•1934

May 1, 2001

Secretary of State
Attn: Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: J.J.M. MILLER INVESTMENTS, L.L.C.

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****125.00 ****125.00

Dear Sir/Madam: LO1-7233

Enclosed herewith are the original Articles of Incorporation for the above-referenced Corporations, together with a copy for certification, and our check in the amount of \$125.00, payable to the Secretary of State, to cover the cost of filing these Articles.

Please file the Articles with the Secretary of State and return the Filed Copies of the Articles to the attention of the undersigned, via regular mail.

If you should have any questions, please do not hesitate to contact me.

Thank you for your prompt attention to this matter.

Very truly yours,

ROKNICH & GIBSON

Kristin N. Richardson
Kristin N. Richardson
Legal Assistant

Enclosures
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TALLAHASSEE FLORIDA
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ARTICLES OF ORGANIZATION OF

J.J.M. MILLER INVESTMENTS, L.L.C.

The undersigned certify that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be J.J.M. MILLER INVESTMENTS, L.L.C., and its mailing address shall be P.O. Box 15655, Sarasota, Florida 34277 and its principal office shall be located at 2052 Olentary Way, Sarasota, Florida 34231 in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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STATE
OFFICE OF
TALLAHASSEE
FLORIDA

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any lawful business or activity.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company. In the event that a unanimous vote cannot be reached, then the provisions of the Company Operating Agreement shall apply.

ARTICLE IV

MANAGEMENT

This limited liability company is to be managed by three (3) managers. The names and addresses of the persons who shall serve as managers until the first annual meeting of members or until a successor is elected and qualified are as follows:

Marc Miller	2052 Olentary Way Sarasota, Florida 34231
James P. Miller	3511 Village green Drive Sarasota, Florida 34234
James P. Miller II	2512 Teal Avenue Sarasota, Florida 34232

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TALLAHASSEE FLORIDA

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members. The member or members continuing the business shall compensate the departing member pursuant to the regulations of this limited liability company contained in the separate agreement.

ARTICLE VI

DURATION

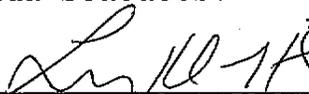
The date and time when the existence of the limited liability company shall commence shall be upon filing with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office of the limited liability company is ROKNICH & GIBSON, 1800 Second St. Suite 901, Sarasota, Florida 34236, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Lauren Kohl-Helbig.

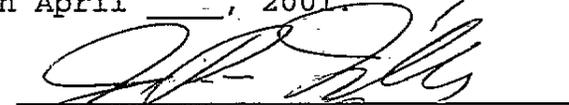
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, Florida Statutes.



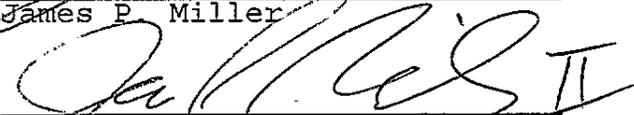
Lauren Kohl-Helbig

The undersigned, being a members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of J.J.M. MILLER INVESTMENTS, L.L.C.

Executed by the undersigned on April _____, 2001.



James P. Miller



James P. Miller II



Marc Miller

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this _____ day of April, 2001 by James P. Miller, James P. Miller, II, and Marc Miller, as members, on behalf of J.J.M. MILLER INVESTMENTS, L.L.C., a limited liability company, who are (Notary choose one) [_____] personally known to me, or [_____] who have produced _____ as identification.



Signature of Notary Public

Printed name of Notary Public
My Commission expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA