

EDMUND D. QUINTANA, P.A.
LAWYERS

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PANAMA CITY, FLORIDA 32401

EDMUND D. QUINTANA

BOARD CERTIFIED CIVIL TRIAL LAWYER
ALSO ADMITTED IN MISSISSIPPI

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Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Joanie Miller, P.A.

Ladies/Gentlemen:

Enclosed herewith please find the original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Additionally, please find enclosed a check in the amount of one hundred twenty-two dollars and 50/100 (\$122.50), which covers the following costs for the corporation:

- | | |
|--|-------|
| 1. Filing Fee for Articles of Incorporation | 35.00 |
| 2. Certified Copy of Articles of Incorporation | 52.50 |
| 3. Filing Fee for Registered Agent | 35.00 |

Should you have any questions or need further clarification regarding the above, please feel free to call our office collect.

Very truly yours,

Cynthia W. Cottrell

Cynthia W. Cottrell, CLA
Legal Assistant to
Edmund D. Quintana, Esq.

03/13/00

/cwc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc. as stated
MAR 16 PM 2:35 00

FILED

1 MAR 22 2000

ARTICLES OF INCORPORATION

OF

JOANIE MILLER, P.A.

00 MAR 16 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2/13/00

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 473, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation;

I

NAME OF CORPORATION

The name of this corporation shall be JOANIE MILLER, P.A.

II

PURPOSES

This corporation may engage in any activity or business permitted under Chapter 475 of the laws of the State of Florida with respect to the practice of the sales of real property.

III

CAPITAL STOCK

(a) The capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of one dollar (\$1) per share.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the corporation's stock and certificates shall be issued only to public accountants in good standing and duly licensed or otherwise legally authorized within the State of

Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

DATE OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall become effective is the date the articles are executed.

VI

PRINCIPAL OFFICE OF CORPORATION AND RESIDENT AGENT

The initial street address of the principal office and registered office of this corporation is 555-A Beckrich Road, Suite 194, Panama City Beach, Florida, 32408, and Joanie Miller, 555-A Beckrich Road, Suite 194, Panama City Beach, Florida, 32408, is hereby designated as Resident Agent for this corporation.

VII

NUMBER OF DIRECTORS

This corporation shall have one director, but the by-laws of this corporation may provide for such increase or decrease in the number thereof as is authorized by law.

VIII

NAME AND ADDRESS OF FIRST BOARD OF DIRECTORS

The name and street address of the First Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
Joanie Miller	555-A Beckrich Rd. Suite 194 Panama City Florida 32408

IX

NAME AND ADDRESS OF SUBSCRIBER TO CERTIFICATE OF INCORPORATION

The name and street address of the subscriber to this certificate of incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Joanie Miller	555-A Beckrich Rd. Suite 194 Panama City Beach Florida 32408

X

OFFICERS

The officer of this corporation shall be a President/Secretary and such other officers or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

XI

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a professional service corporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 13th day of March, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and such corporation shall be effective on March 13, 2000, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

Joanie K Miller
JOANIE MILLER

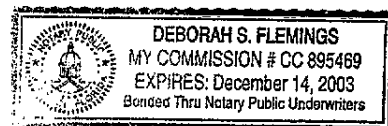
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned, duly authorized to take acknowledgements and administer oaths, appeared Joanie Miller, personally known to me, who, being first duly cautioned and sworn, upon her oath deposes and says that she has signed the above Articles of Incorporation for the conditions and purposes therein expressed.

SWORN TO AND SUBSCRIBED TO before me this 13th day of March, 2000.

Deborah S. Flemings
Notary Public

My commission expires:



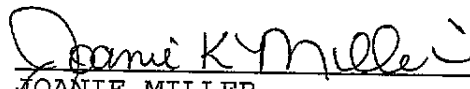
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

That JOANIE MILLER, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Panama City, County of Bay, State of Florida, has named Joanie Miller, located at 555-A Beckrich Road, Suite 194, Panama City Beach, Florida, 32408, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOANIE MILLER
(Resident Agent)

FILED
00 MAR 16 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA