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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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122.50 *78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl., 32314

Articles of Incorporation

Mills Concept, Inc.

Please mail the acknowledgements to the following address:

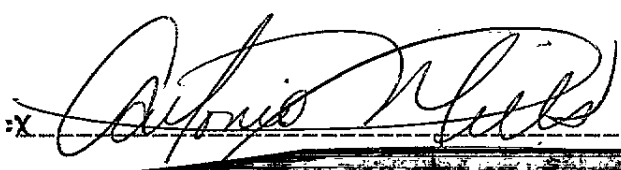
Antonio Mills
1145 Londonderry Dr.
Orange Park, Fl., 32065

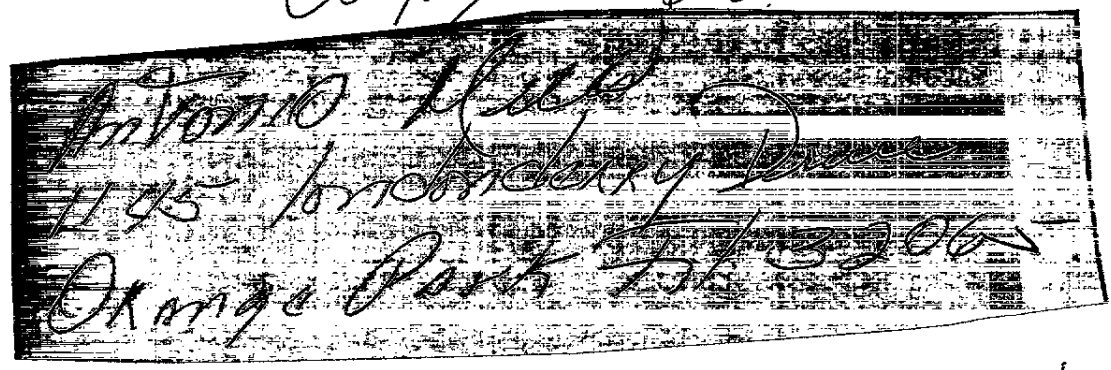
Fee Schedule:

Filing Fee.....\$ 35.00
Registered Agent.... 35.00
Certified Copy..... 52.50

\$122.50

Check inclosed.

Signed: 


Antonio Mills
1145 Londonderry Dr.
Orange Park Fl 32065

76 7/6/00 ✓

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Mills Concept Inc.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE 1 - NAME

The Name of this corporation shall be:

Mills Concept Inc.

ARTICLE 11 - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

1145 Londonderry Dr.
Orange Park, Fl., 32065

ARTICLE 111 - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE 1V - PURPOSE

This corporation is organized for the following purpose:

The Transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes, par. 607.0302, et. seq., as amended, and the doing of a lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue: 100 shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of director, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

Antonio Mills
1145 Londonderry Dr.
Orange Park, Fl., 32065

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The names and addresses of the initial directors are:

Antonio and Maria C. Mills
1145 Londonderry Dr.
Orange Park, Fl., 32065

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The majority shareholder shall have right of first refusal. The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present, at any


regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. The Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

The name and address of the person signing this Articles of Incorporation is:

Antonio Mills
1145 Londonderry Dr.
Orange Park, Fl., 32065

In WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this:

x 
Signature

FILED

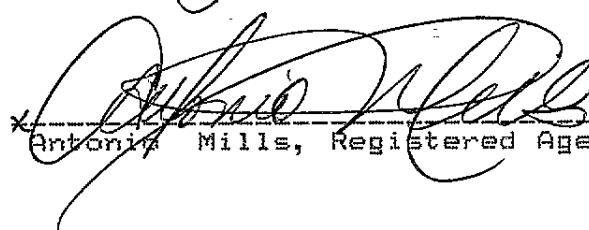
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as
Registered Agent of Mills Concept, Inc., which is contained
in the foregoing Articles of Incorporation.

Dated this 23 day of June, 2000


Antonio Mills, Registered Agent