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Division of Corporations

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Florida Department of State

Division of Corporations

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Amended
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE MILLERSHEARS GROUP, INC.**

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Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of THE MILLERSHEARS GROUP, INC.

Section 1 - Name and Background

THE MILLERSHEARS GROUP, INC. is a corporation organized and existing under the Florida Business Corporation Act, under document number P00000093208, filed in the office of the Department of State of the State of Florida on September 29, 2000.

Section 2 - Certification

Pursuant to Section 607.1007(4) *Florida Statutes*, The MillerShears Group, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated August 11, 2011, the Board of Directors recommended and all of the Shareholders unanimously approved the following amendment and restatement of the Articles of Incorporation of The MillerShears Group, Inc.:

ARTICLE I - NAME

The name of the corporation shall be The Scott Miller Group, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

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ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be engaged in under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the registered agent of the corporation is as follows:

557 North Wymore Road
Suite 100
Maitland, Florida 32751

The name of the registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

402 Sweetwater Cove Boulevard, South
Longwood, Florida 32779

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

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B. The name and address of the directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Scott H. Miller	402 Sweetwater Cove Boulevard, South Longwood, Florida 32779	President/ Secretary/ Treasurer/ Director

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - NO PRE-EMPTIVE RIGHTS

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

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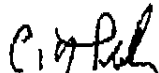
ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

Section 3 - Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of The MillerShears Group, Inc. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Department of State of the State of Florida.

Dated August 11, 2011.



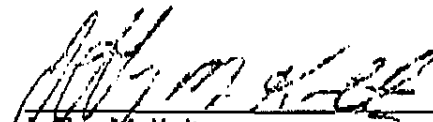
Scott H. Miller, President

CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is The Scott Miller Group, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

DATED August 11, 2011.



Jeffrey M. Koltun

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ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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 am familiar with and accept the obligations of my position as registered agent.

DATED August 11, 2011.


Jeffrey M. Koltun