

PO1000067145
LAW OFFICES OF
-SMR-

STUART R. MORRIS, P.A.

STUART R. MORRIS, ESQ.
BOARD CERTIFIED-WILLS, TRUSTS & ESTATES
BOARD CERTIFIED-ELDER LAW
CERTIFIED PUBLIC ACCOUNTANT

7000 WEST PALMETTO PARK ROAD
SUITE 310
BOCA RATON, FLORIDA 33433

PRACTICING EXCLUSIVELY IN:

WILLS & TRUSTS ■ ELDER LAW
ESTATE & GIFT TAX PLANNING
PROBATE ■ GUARDIANSHIP
MEDICAID & NURSING HOME PLANNING
BUSINESS SUCCESSION PLANNING
ASSET PROTECTION

ELLEN S. MORRIS, ESQ.

561-750-3850 (BOCA RATON)
954-726-1214 (BROWARD)
305-682-8330 (AVENTURA)
FAX: 561-750-4069
E-MAIL: MAIL@LAW-MORRIS.COM

OF COUNSEL:

RONALD R. FRIEDMAN, ESQ.
BOARD CERTIFIED-WILLS, TRUSTS & ESTATES
LL.M. IN ESTATE PLANNING
ALSO ADMITTED IN NEW JERSEY

June 26, 2001

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*****78.75 *****78.75

Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: **Our File No. 21406.001**

To Whom It May Concern:

Enclosed please find the Articles of Incorporation of James H. Miller Financial Group, Inc., along with our check in the amount of \$78.75. Kindly return a certified copy of the Articles in the enclosed self addressed stamped envelope.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

LAW OFFICES OF STUART R. MORRIS, P.A.

Stuart R. Morris
SRM/al

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

James H. Miller Financial Group, Inc.
A Florida Profit Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned person has signed this document for the purpose of forming a corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. **Name.** The name of this corporation is James H. Miller Financial Group, Inc. The period of duration shall be perpetual.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes, and the purpose for which this corporation is organized is to conduct all legal business:

3. **Authorized Capital.** The corporation shall have the authority to issue 100,000 shares of common stock. The par value of the stock is \$.01.
4. **Principal Place of Business.** The principal place of business and mailing office of the corporation shall be:

2164 N.W. 8th Street, Boca Raton, Florida 33486

5. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of 1 person, who shall serve until the first annual meeting of the shareholders, and whose names and addresses is:

James H. Miller, 2164 N.W. 8th Street, Boca Raton, Florida 33486

6. **Registered Agent.**

The name and Florida street address of the Registered Agent of the Corporation is:

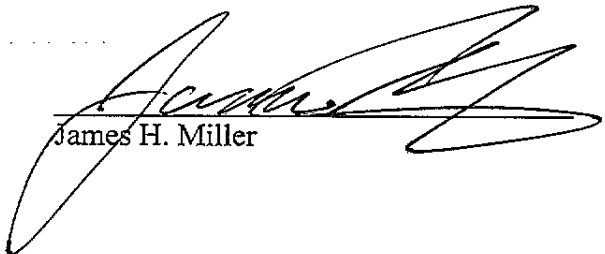
James H. Miller
2164 N.W. 8th Street
Boca Raton, Florida 33486

7. **Incorporator.** The name and address of the incorporator is:

James H. Miller
2164 N.W. 8th Street
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they be effective as of 6/26/01.

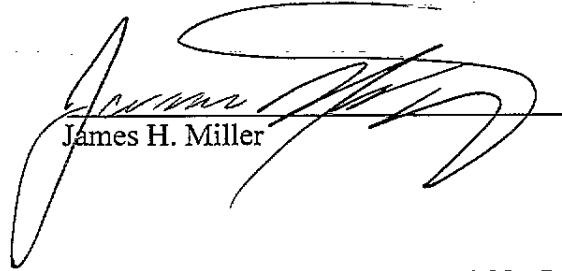
DATE: 6/26/01


James H. Miller

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE: 6/26/01


James H. Miller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA