

*Law Office of*  
**MARILYN K. SUMMITT, P.A.**

*A Professional Association*

Post Office Box 23817  
Fort Lauderdale, FL 33307

Telephone: 954-978-3155  
Facsimile: 954-978-1230  
E-mail: Mks2f14law@aol.com

January 31, 2002

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FD000015036

RE: Articles of Incorporation: MILLER & PROFFITT, INC.

Dear Sir or Madam:

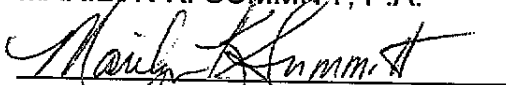
Enclosed for filing are an original and one copy of the Articles of Incorporation of "Miller & Proffitt, Inc.", together with an original and one copy of the Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a check payable to the Florida Department of State in payment of the following filing fees:

Filing Fee for Application	\$ 35.00
Designation of Registered Agent/Office	35.00
Certified Copy	<u>8.75</u>
Total Filing Fees enclosed	<u>\$ 78.75</u>

Upon filing, please return the certified copy to the attention of the undersigned. In the event you have any questions or need additional information, please do not hesitate to contact me. Thank you for your continuing assistance in these matters.

Yours very truly,

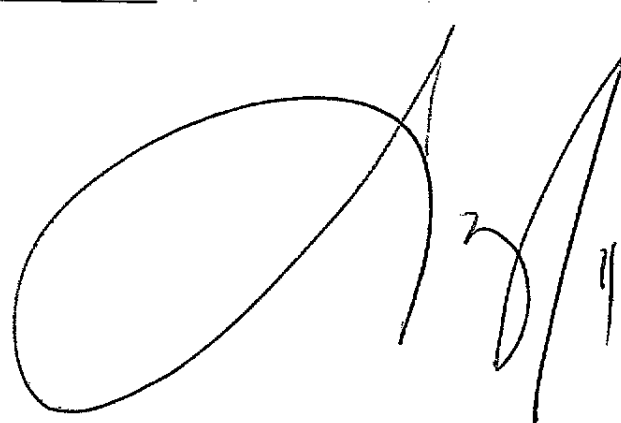
MARILYN K. SUMMITT, P.A.



Marilyn K. Summitt  
For the Firm  
Enclosures

c: Shawn Proffitt

500004864055--6  
-02/04/02--01052--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75



FILED  
02 FEB -4 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
MILLER & PROFFITT, INC.

FILED  
02 FEB -4 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is:

Miller & Proffitt, Inc.

Article II - Effective Date

The Effective Date of these Articles of Incorporation is upon filing with the Florida Department of State.

Article III - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock, par value \$1.00 per share.

Article VI - Address

The initial street address of the principal office of this Corporation in the State of Florida is 4501 West McNab Road, Suite 15, Pompano Beach, Florida 33069. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VII - Directors

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VIII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified is:

Name:	Address:
John Edward Leon Miller	11005 Whitehawk Street Plantation, FL 33324
Shawn R. Proffitt	2169 Tortoise Shell Drive Maitland, FL 32751

Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

D.M. Lewis	475 NE 50 <sup>th</sup> Terrace Miami, Florida 33137
------------	---

Article X - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a Director of this Corporation.
2. The shareholders may, pursuant to Bylaws provisions or by shareholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the shareholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the shareholders.
4. Any subscriber or shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he/she shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the shareholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any shareholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose Directors' or officers' liabilities upon the shareholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any Director, officer or employee, or former Director, officer or employee of the Corporation, or any person who may have served at its request as a Director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### Article XI - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his/her proportional part of any un-issued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article XII - Registered Office

The Registered Agent and registered office of the Corporation shall be:

Registered Agent:

Registered Office:

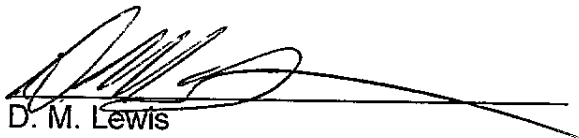
Marilyn K. Summitt, Esq.

4501 West McNab Rd., Suite 15  
Pompano Beach, FL 33069

Article XIII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of January, 2002.

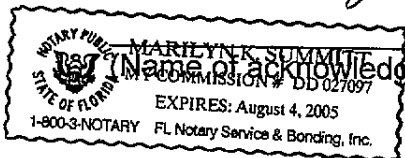
  
D. M. Lewis

STATE OF FLORIDA     )  
  ) SS:  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared D. M. Lewis, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he swore before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31<sup>st</sup> day of January, 2002.

  
(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)



(Name of acknowledger, typed, printed or stamped)

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

---

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST -- That Miller & Proffitt, Inc., a Florida corporation, 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 Pompano Beach, County of Broward, State of Florida, has named Marilyn K. Summitt, Esq. as Registered Agent, who may be served at the registered office located at 4501 West McNab Rd, Suite 15, City of Pompano Beach, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT)

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

  
Registered Agent

02 FEB -4 AM 5:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA