

PG2000110483

CORP DIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

400008356904--2  
-10/14/02--01008--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CONTACT:

Dam

DATE:

10-14-02

REF. #:

0672. 9937

CORP. NAME:

Millers OB Inc

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                         |   |  |

STATE FEES PREPAID WITH CHECK# 369 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY                   | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

RECEIVED  
02 OCT 14 AM 10:48 2002 OCT 14 PM 1:12  
DIVISION OF CORPORATION  
TALLAHASSEE FLORIDA

FILED

g 10/14/02

EFFECTIVE DATE

10/10/02

**ARTICLES OF INCORPORATION**

**OF**

**MILLERS OB, INC.**

**FILED**

2002 OCT 14 PM 1:12

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**Name and Address**

The name of the Corporation is: **MILLERS OB, INC.** The mailing and street address of the Corporation is: **c/o Jack R. Harper, Post Office Box 715, Boca Grande, Florida 33921.**

**ARTICLE II**

**Term of Existence**

The existence of this Corporation shall be effective as of October 10, 2002, and shall thereafter be perpetual.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business, which the Board of Directors shall find, will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by the Stockholder or by the spouse or children of the Stockholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **Capital Stock**

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated Common Shares.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 219 Harbor Drive, Boca Grande, Florida 33921, and the name of its initial registered agent at such address is **Jack R. Harper**.

## **ARTICLE VII**

### **Management by Stockholder**

The business of the Corporation shall be managed by its Stockholders rather than by a Board of Directors. In the management of the business of this Corporation, the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholders. Each Stockholder shall entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Stockholders for the management of the business of the Corporation.

The original Bylaws of this Corporation shall be made, prepared and adopted by the Stockholders of the Corporation by a majority vote thereof. Thereafter, the said Bylaws may be amended by the Stockholders at any regular meeting of said Stockholders or at any special meeting for which such amendment is one the purposes of which the meeting is called, by a majority of the Stockholders present. The Stockholders shall have full power to specify the rules and conditions under which stock certificates shall be issued and under which lost or destroyed certificates shall be replaced. The Stockholders shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the Corporation (in excess of the capital stock paid in), and the Corporation may, by and through the Stockholders, purchase, sell or trade in the bonds or other obligations of this Corporation, or in the shares of its capital stock; but if the shares of the Corporation's capital stock have been purchased and subsequently there is a reduction, in the manner provided by law of the Corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retried in an amount not exceeding the amount of the reduction, and shall not be reissued, except as provided by law.

The Stockholders shall elect the officers of this Corporation who shall consist of the President, Secretary, and Treasurer. Any person may hold two or more offices. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified, unless it is provided by the Bylaws that they shall hold office at the pleasure of the Stockholders. The duties of all officers elected by the Stockholders shall be prescribed by the Bylaws or resolution of the Stockholders.

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Stockholders of this Corporation is or are interested in, or is a director or officer, or are directors or officers of, such other corporation; and any Stockholder or Stockholders, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firms or corporations, shall be affected or invalidated by the fact that any Stockholder or Stockholders of this Corporation is or are party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or corporation, and each and every person who may become a Stockholder of this Corporation is hereby relieved from any liability that might otherwise exist, from contracting with the Corporation for the benefit of himself or any firm or corporation to which he may be in any way indebted.

#### **ARTICLE VIII Incorporator**

The name and address of the person signing these Articles of Incorporation are

**NAME**

Jack R. Harper

**ADDRESS**

Post Office Box 715  
Boca Grande, Florida 33921

#### **ARTICLE IX Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9th day of October, 2002.

  
\_\_\_\_\_  
Jack R. Harper

#### **ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JACK R. HARPER

Dated the 9th day of October, 2002.

FILED  
2002 OCT 14 PM 1:12  
CLERK OF STATE  
TALLAHASSEE FLORIDA