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(Business Entity Name)

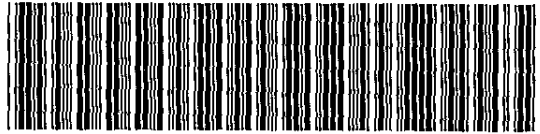
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BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

Established 1900

January 14, 2004

Clarence A. Boswell
Dabney L. Conner
George T. Dunlap, III
Keith D. Miller
Frederick J. Murphy, Jr.
Sean R. Parker
Donald H. Wilson, Jr.

245 South Central Avenue
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Bartow, Florida 33831
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fjm@bosdun.com

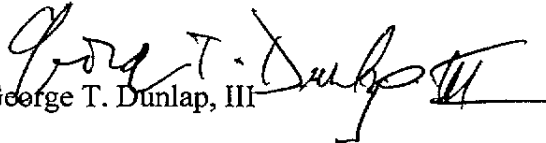
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Miley-Williams Properties, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation and our check for \$78.75, which represents the filing fee, certified copy fee, and registered agent fee. Please send us the certified copy at your earliest convenience.

Sincerely,


George T. Dunlap, III

GTD/am

Enclosure

ARTICLES OF INCORPORATION
OF
MILEY-WILLIAMS PROPERTIES, INC.

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04 JAN 20 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I

Name

The name of this corporation is: MILEY-WILLIAMS PROPERTIES, INC..

ARTICLE II

Purpose and Powers

This corporation is authorized to engage in the business of real estate brokerage and activities related thereto, and in any and all other activities permitted by law.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. Shares of stock may only be issued to a corporation, a limited liability company, or an individual who is duly licensed by the Florida Real Estate Commission as a broker or sales associate.

ARTICLE IV
Initial Capital

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000).

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Address

The mailing address of this corporation and the street address of its initial, principal office in the State of Florida is 6030 South Florida Avenue, Suite K, Lakeland, Florida 33813. The initial Registered Office of this corporation is 245 South Central Avenue, Bartow, Florida 33830, and the initial Registered Agent at said office is George T. Dunlap, III. The corporation shall have the power to move its office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII
Directors

The number of directors comprising the Board of Directors of this corporation shall be two (2), but the same may be changed from time to time by majority vote of the Board of Directors.

The name and street address of the members of the first Board of Directors of this corporation, to serve until the first annual meeting or until their successors are elected and have

qualified, are as follows:

<u>Name</u>	<u>Address</u>
Janet L. Miley	1920 East Edgewood Drive, #C-5 Lakeland, FL 33803
Kelly V. Williams	905 Winnie Lane Lakeland, FL 33813

ARTICLE VIII Officers

The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street address of the officers of this corporation, to serve until the first annual meeting or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Kelly V. Williams President and Treasurer	905 Winnie Lane Lakeland, FL 33813
Janet L. Miley Vice-President and Secretary	1920 East Edgewood Drive, #C-5 Lakeland, FL 33803

ARTICLE IX Incorporators

The name and address of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Janet L. Miley	1920 East Edgewood Drive, #C-5 Lakeland, FL 33803
Kelly V. Williams	905 Winnie Lane Lakeland, FL 33813

ARTICLE X
Subscribers to Stock

The name, address and numbers of shares of the subscriber to stock in this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Janet L. Miley	1920 East Edgewood Drive, #C-5 Lakeland, FL 33803	500
Kelly V. Williams	905 Winnie Lane Lakeland, FL 33813	500

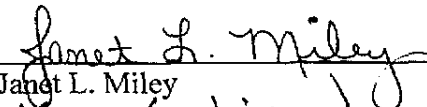
ARTICLE XI
Restraint on Alienation of Shares

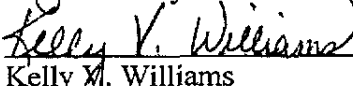
The Board of Directors shall include in the By-laws specific provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of this corporation.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this ____ day of January, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.



Janet L. Miley


Kelly V. Williams

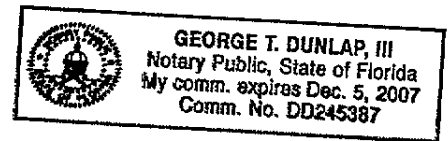
INCORPORATORS

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Janet L. Miley and Kelly V. Williams, to me personally known to be the persons described in the foregoing articles as the subscribers who are personally known to me, who executed the foregoing Articles of Incorporation and, who, being not sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 14th day of January, 2004.

George T. Dunlap III
Notary Public



THIS INSTRUMENT PREPARED BY:
George T. Dunlap, III
Boswell & Dunlap LLP
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831
(863) 533-7117

**Certificate Designating
Registered Office and Registered Agent**

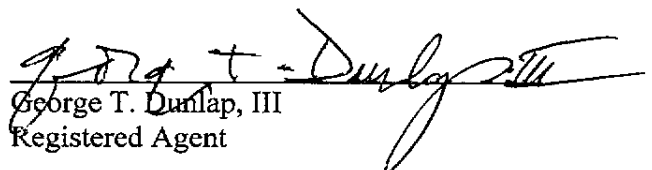
In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That Miley-Williams Properties, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Bartow, County of Polk, State of Florida, has designated 245 South Central Avenue, Bartow, Florida 33830, as its registered office and George T. Dunlap, III, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGMENT:

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

By:


George T. Dunlap, III
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA