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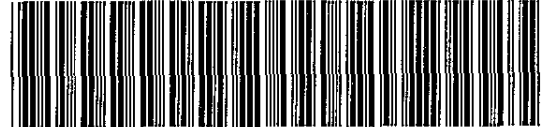
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ADORNO & YOSS

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE, SUITE 1600
MIAMI, FLORIDA 33133
PHONE: (305) 858-5555, FAX: (305) 858-4777
WWW.ADORNO.COM

MARGARET O'D. RYDER
LEGAL ASSISTANT

DIRECT LINE: (305) 860-
7362
EMAIL: MOR@ADORNO.COM

August 23, 2004

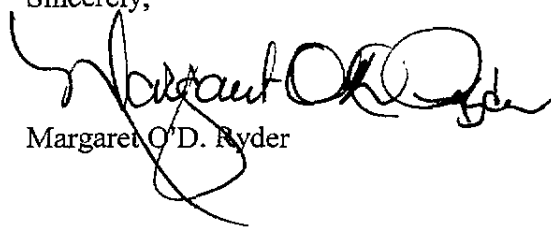
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**Miller Acquisition, Inc.
Articles of Incorporation**

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed please find this firm's check in the amount of \$87.50, to cover the requisite filing, certified copy and Certificate of Good Standing fees for such filing. Please forward the certified copy of the enclosed Articles of Incorporation along with the Certificate of Good Standing to me in the enclosed prepaid, UPS envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder

Enclosures
cc: Michael Hedge (w/enc)

**ARTICLES OF INCORPORATION
OF
MILLER ACQUISITION, INC.**

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Miller Acquisition, Inc. Its principal office address and business mailing address is 11 Commerce Road, Rockland, Massachusetts 02370, Attention: Michael Hedge.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410, and the initial registered agent of this corporation at such office shall be Corporate Creations International Inc., who upon accepting this designation agrees to comply with the provisions Chapters 48 and 607, Florida Statutes as amended

from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

Name

Michael Hedge

Address

11 Commerce Road
Rockland, Massachusetts 02370

ARTICLE VII - INCORPORATOR

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

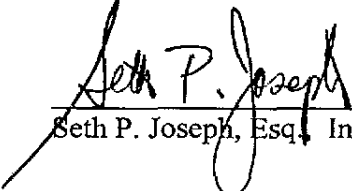
Name

Seth P. Joseph, Esq.

Address

2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

Dated: August 20, 2004


Seth P. Joseph, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Miller Acquisition, Inc., at the place designated in the Articles of Incorporation, Corporate Creations International Inc. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: August 20, 2004

Corporate Creations International Inc.

By: K
KARLA SARRIA(name)
Its: VICE PRESIDENT

Karla Sarria
VP Corporate Creations

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