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BASIC AMENDMENT

RAYMOND W. MILLER, INC.

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H05000045108 3

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR RAYMOND W. MILLER, P.A.
(FORMERLY, RAYMOND W. MILLER, INC.)**

Pursuant to the unanimous Resolution of the Shareholders of RAYMOND W. MILLER, INC. dated February 21st, 2005, a true and correct copy of which is attached hereto, the undersigned Director, for the purpose of reorganizing and renaming the Florida profit corporation established with the original filing of Articles of Incorporation of Raymond W. Miller, Inc. on January 6th, 2005 under Document No. P05000002686 (the "Company"), as a professional services corporation named Raymond W. Miller, P.A., pursuant to the requirements of Chapter 621, Florida Statutes, hereby adopts and files these following First Amended and Restated Articles of Incorporation:

*(This area reserved for Division of
Corporations filing information)*

Article I

The name of the Company, formerly RAYMOND W. MILLER, INC. under the Articles of Incorporation originally filed January 6th, 2005 (Document No. P05000002686), shall, effective with the filing of these First Amended and Restated Articles of Incorporation, be: RAYMOND W. MILLER, P.A.

Article II

The Company's principal place of business and mailing address shall be:

2304 PASS-A-GRILLE WAY
ST. PETE BEACH, FL. 33706

Article III

Pursuant to the requirements of Chapter 621, Florida Statutes, the purpose for which the Company is organized is the provision of real estate sales and brokerage services.

Article IV

The number of shares the Company is authorized to issue is 1,000,000.

Article V

Pursuant to the unanimous vote of the Shareholders of RAYMOND W. MILLER, INC. dated February 21st, 2005, a true and correct copy of which is attached hereto, the initial Officers and Director of the Company are designated as follows:

Title: D,P,T
RAYMOND W MILLER JR.
2304 PASS-A-GRILLE WAY
ST PETE BEACH, FL. 33706

Title: VP,S
KAREN S MILLER
2304 PASS-A-GRILLE WAY
ST PETE BEACH, FL. 33706

H05000045108 3

Article VI

The effective date for this corporation is: 01/05/2005

Article VII

The name and Florida street address of the registered agent is: RAYMOND W MILLER JR., 2304 PASS-A-GRILLE WAY, ST. PETE BEACH, FL. 33706

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:


RAYMOND W. MILLER, JR.

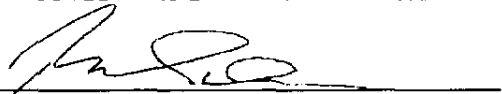
Article VIII

The name and address of the incorporator is: RAYMOND W. MILLER, JR, 2304 PASS-A-GRILLE WAY, ST. PETE BEACH FL 33706.

Incorporator Signature:


RAYMOND W. MILLER, JR.

EXECUTED THIS 22ND DAY OF FEBRUARY 2005 BY:


Raymond W. Miller, Jr., President & Director

H05000045108 3

**MINUTES OF THE
FEBRUARY 21st, 2005 MEETING
OF THE SHAREHOLDERS OF
RAYMOND W. MILLER INC.**

A meeting of the Shareholders of RAYMOND W. MILLER, INC. (the "Company"), was held on February 21st, 2005, at 7:00 PM at the Law Offices of Derek Brett Spilman, P.A., 4215 Miller Drive, St. Pete Beach, Florida 33706-2650, pursuant to call by the Shareholders.

RAYMOND W. MILLER, and KAREN S. MILLER were present as the initial officers and the sole Shareholders named in the Company's Articles of Incorporation, and waived all notice of date, time, and place of the meeting and consented to the transaction of any business that might come before the meeting.

By unanimous vote of the Shareholders, RAYMOND W. MILLER was designated as the sole initial Director for the Company.

By unanimous vote of the Shareholders, the initial Officers of the Company were designated as follows:

Title: P,T
RAYMOND W MILLER JR
2304 PASS-A-GRILLE WAY
ST. PETE BEACH, FL. 33706

Title: VP,S
KAREN S MILLER
2304 PASS-A-GRILLE WAY
ST. PETE BEACH, FL. 33706

By unanimous vote of the Shareholders, the following Resolution was adopted:

BE IT RESOLVED, that by unanimous vote of the Shareholder's of the Company, the Officers of the Company are hereby authorized and directed to draft and file with the Florida Division of Corporations such amendments to the Company's Articles of Incorporation and other instruments as may be necessary to lawfully effect the re-organization of the Company as a personal service corporation pursuant to the requirements of Chapter 621, Florida Statutes, and the change of the Company's official name in accordance therewith from "RAYMOND W. MILLER, INC." to "RAYMOND W. MILLER, P.A."

There being no further business, the meeting of the Shareholders of RAYMOND W. MILLER, INC. was adjourned.

RAYMOND W. MILLER, INC

ATTEST TO MINUTES & WAIVER BY SHAREHOLDERS OF NOTICE AND CONSENT TO MEETING:


Raymond W. Miller, Jr., President & Director February 21st, 2005
Date