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CHEEZEM MONTELLO & KENNEY, P.A.

701 BRICKELL AVENUE

SUITE 1200

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

FAX (305) 371-0703

May 9, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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*****70.00 *****70.00

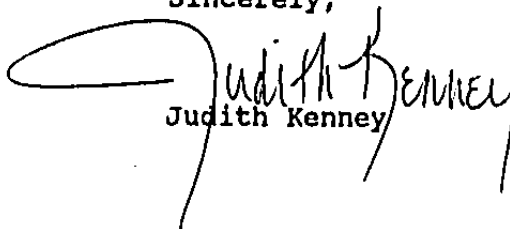
Re: G.I. MILLER CO.

Dear Sir/Madam:

Enclosed herewith please find two original sets of Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

Thank you for your cooperation on this matter and, if you have any questions, please call.

Sincerely,


Judith Kenney

JK\af
Enclosures

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 5/29/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 20, 1996

JUDITH KENNEY
701 BRICKELL AVE SUITE 1200
MIAMI, FL 33131

SUBJECT: G.I. MILLER CO.
Ref. Number: W96000010600

We have received your document for G.I. MILLER CO. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) G.I. MILLER COMPANY, Document number K39486, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1991 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1245.00, therefore, there is a balance of \$1175.00 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 696A00024855

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

GENERAL I. MILLER CO.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

GENERAL I. MILLER CO.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be one hundred (100) shares of common stock with no par value.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney, Attorney
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Guillermo Espinosa
Ivonne M. Espinosa

c/o Cheezem Montello & Kenney, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation
is:

Mr. Guillermo Espinosa
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VIII

The mailing address of the Corporation's principal office
shall be:

c/o Cheezem Montello & Kenney, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses
on behalf of, its officers and directors to the fullest extent not
prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 24th day of April, 1996.

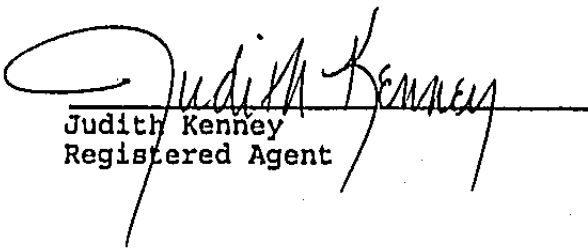


GUILLERMO ESPINOSA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of GENERAL I. MILLER CO., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 24th day of April, 1996.


Judith Kenney
Registered Agent

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96 MAY 29 PM 10:07
STATE
OF MISSISSIPPI