

P96000058209

MILLARD & O'NEILL SERVICES
ACCOUNTING & PARALEGAL
POST OFFICE BOX 58975
JACKSONVILLE BEACH, FL 32248-8975
904 - 249-3100

June 26, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600001877126
-06/26/96--01136--006
****122.50 ****122.50

Re: MILLARD ENTERPRISES, INC.

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, and a check in the amount of \$122.50.

Please file the Articles and return a certified copy to us along with the State charter page.

Thank you,

Karen B. O'Neill

Karen B. O'Neill, President
O'Neill & O'Neill Services, Inc.

FILED
96 JUL 11 AM 11:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/kbo
Enclosures
cc. Millard Enterprises, Inc.

GB 7/11/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 JUL 11 AM 11:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 27, 1996

KAREN B. O'NEILL
P.O. BOX 50975
JACKSONVILLE BEACH, FL 32240-0975

SUBJECT: MILLARD ENTERPRISES, INC.
Ref. Number: W96000013676

We have received your document for MILLARD ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Garrett Blanton
Document Specialist

Letter Number: 996A00031957

ARTICLES OF INCORPORATION

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ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this corporation is: SMOKER ENTERPRISES, INC., with initial principal offices located at: 3118 Coventry East, Safety Harbor, FL 34695.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a retail sales outlet for food and other related products, or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill of O'Neill & O'Neill Services, Inc., located at 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Timothy S. Millard	3118 Coventry East Safety Harbor, FL 34695
Kathy G. Millard	3118 Coventry East Safety Harbor, FL 34695

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Timothy S. Millard President/Treasurer	3118 Coventry East Safety Harbor, FL 34695
Kathy G. Millard Vice-President/Secretary	3118 Coventry East Safety Harbor, FL 34695

ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Timothy S. Millard	3118 Coventry East Safety Harbor, FL 34695

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 24TH day of June 1996.


SIGNATURE OF INCORPORATOR
Timothy S. Millard

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that SMOKER ENTERPRISES, INC., desiring to qualify
under the laws of the State of Florida, with its principal offices
located at 3118 Coventry East, Safety Harbor, FL 34695, has named
KAREN B. O'NEILL, of O'Neill & O'Neill Services, Inc., 1009 21st
Street North, Jacksonville Beach, FL 32250, as its agent to accept
service of process within the State of Florida.

Dated: June 24, 1996

SMOKER ENTERPRISES, INC.

BY:


TIMOTHY S. MILLARD, President

A C C E P T A N C E

Having been named to accept service of process for the above
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

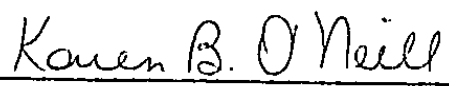

KAREN B. O'NEILL, Registered Agent
SMOKER ENTERPRISES, INC.

EXHIBIT "A"

FILED
56 JUL 11 AM 11:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P96000058209

Mail this postcard to people and businesses that send you mail

Please send mail to my new address beginning:

08 | 01 | 96
Month Day Year

My Name (Last Name, First Name, Middle Initial)

SMOKER ENTERPRISES INC.

OLD Complete Street Address, PO Box, or Rural Route and R/R Box No.

3118 COVENTRY EAST.

Apt./Suite No.

City or Post Office

Safety Harbor

State

FL

ZIP Code or ZIP+4

34695

NEW Complete Street Address, PO Box, or Rural Route No. and Box No.

224 N 20th St.

Apt./Suite No.

City or Post Office

Jacksonville Beach

State

FL

ZIP Code or ZIP+4

32250

Account Number (If Applicable)

P96000058209

New Telephone No. (Optional)

()

Signature

Timothy S. Millard

Today's Date

08 | 10 | 96
Month Day Year

PS Form 3576, February 1995

President

Recipient: Be sure to record the above new address.

P96-58209

Wpd 8/15/90