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# CORPORATION(S) NAME

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CERTIFED COPY

# DAVID E. BUCK, P.A.

CENTIFIED PUBLIC ACCOUNTANT

2700 EAST OAKLAND PARK BOULAYARD Ph. LAUDERDALF, FLORIDA 33306 Prioric (784) 861-3303 PAX (784) 866-8400

July 25, 1996

State of Florida Department of State Division of Corporations Tallahousee, FL 32304

Re: Miller Design Group, Inc.

Gentlemen,

Attached are two copies of the articles of incorporation for Miller Design Group, Inc.. A check for \$122.50 is enclosed to cover the following expenses:

Filing Fee Certified Copy Fee Registered Agent Fee	\$ 35.00 52.50 35.00
Total	22.50

Please contact the writer regarding any additional information needed to incorporate this company in the State of Florida.

Very Truly Yours,

David É. Buck, C.P.A.

MILLER DESIGN GROUP, INC. 96 JUL 26 PH 2: 20

THE UNDERSIONED, for the purpose of forming a Tod MASSEL, FLORIDA profit purpose to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH

ARTICLE 1 NAME

The name of the Corporation is: MILLER DESIGN GROUP, INC.
The Principal Office is: 49 N.E. 11TH WAY
DEERFIELD BEACH, FL 33441

# ARTICLE 11 DURATION

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

# ARTICLE III PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

# QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

# ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 49 N.E. 11TH WAY, DEERFIELD BEACH, FL 33441, and the name of the initial registered agent of this corporation at such address is ROSEMARY MILLER.

# ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one director. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the Director of the corporation is as follows:

ROSEMARY MILLER 49 N.E. 11TH WAY DEERFIELD BEACH, FL 33441

#### ARTICLE VILL INCORPORATORA

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

# ROSEMARY MILLER 49 N.E. 11TH WAY DEERFIELD DEACH, FL 33441

# ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

# ARTICLE X LIMITATION OF SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florid. The fact that this Article shall be inapplicable in certai circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a legal effect to its intent.

IN WITNESS WHEREOF, I have subscribed my name this 2 day of \_\_\_\_\_\_\_, 1956.

ROSEMARY MILLER, INCORPORATOR

26

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ROSEMARY MILLER Registered Agent

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091 Florida Statutes the following is submitted:

That MILLER DESIGN GROUP, INC., desires to organize under the laws of the State of Florida has named:

# ROSEMARY MILLER 49 N.E. 11TH WAY DEERFIELD BEACH, FL 33441

as its agent to accept service of process within the State of Florida.

I accept appointment as registered agent.

ROBEMARY MILLER