

12/05/96- 01050-014
*****20.00 *****20.00

REGISTRATION NUMBER & DOCUMENT NUMBER(S), (if known):

SEVENTH JUDGE
TALLAHASSEE, FLORIDA

96 DEC -5 PM 12:36

7-11

96 DEC -5 PM 12:30

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DIVISION OF CORPORATION

AMENDMENTS	
	Amendment
	Resignation of R A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

QMS

ARTICLES OF INCORPORATION

The undersigned, acting under the Florida General Corporation Act, adopt the following Articles of Incorporation:

- 1 **NAME.** The name of this corporation is;

MILLER ACCOUNTING, INC.

2. **DURATION.** Its duration is perpetual.

3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida .

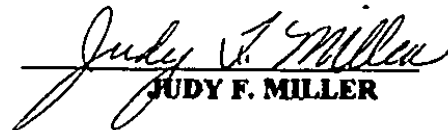
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 per value.

5. **INITIAL REGISTERED OFFICE AND AGENT.** The name and address of the initial registered agent and office of this corporation is:

JUDY F. MILLER

240 West Washinton Street
Monticello, Florida 32344

" I am hereby familiar with and accept the duties and responsibilities as registered agent for this corporation"


JUDY F. MILLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. INITIAL DIRECTORS. This corporation shall have two directors initially. The number of directors may be changed by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Name

Address

JUDY F. MILLER

**240 West Washinton Street
Monticello, Florida 32344**

7. INCORPORATORS. The names and addresses of the incorporators are:

Name

Address

JUDY F. MILLER

**240 West Washinton Street
Monticello, Florida 32344**

8. PRINCIPAL PLACE OF BUSINESS: The initial place of business for this corporation shall be:

**240 West Washington Street
Monticello, Florida 32344**

9. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

10. DIRECTORS' AUTHORITY TO FIX COMPENSATION. The directors have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

11. DIRECTOR CONFLICT OF INTEREST.

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for that reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors, or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

12. Meetings by Conference Telephone. As provided by law, members of the Board of Directors may participate in special, regular, and annual meetings of the board of directors by means of conference telephone or similar communications equipment.

13. Indemnification. The corporation is empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation or pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

14. REMOVAL OF DIRECTORS. At a meeting of shareholders called expressly for that purpose, any director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

15. **INFORMAL ACTION OF DIRECTORS.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 4th day of December, 1996.

Judy F. Miller
Incorporator, JUDY F. MILLER

Judy F. Miller
Registered Agent, JUDY F. MILLER

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared *Judy F. Miller* to me known to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument. *and they are personally known to me.*

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of December, 1996.

Cathy D. Simmons
Notary Public, State of Florida

My commission expires: _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA