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MARY HOERBER MILIAN
525 BARGELLO ROAD
CORAL GABLES, FL 33146

FILED
97 JAN 13 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 9, 1997

Corporate Specialist
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/13/97--01035--018
****122.50 ****122.50

Re: The Milian Corporation, Inc.

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation, and the Registered Agent's Acceptance of Designation for the creation of The Milian Corporation. Also enclosed is a check in the amount of \$122.50, representing the filing fee, certified copy, and Registered Agent designation fees. The aggregate number of shares which the corporation is authorized to issue is thirty (30) and shall be at a par value of \$10.00 per share.

We trust we have met all the requirements for setting up a corporation, but if you have any questions, please contact the undersigned at (305) 667-0399.

Very truly yours,

Mary Hoerber Milian
MARY HOERBER MILIAN

Enclosures

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1-17-97

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is The Milian Corporation, Inc. and its mailing address is 2700 Granada Boulevard, Coral Gables, Florida 33134.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To purchase real estate for the purpose of developing residential and commercial properties.
2. To develop and construct such residential and commercial properties.
3. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
4. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is thirty (30). Such shares shall be of a single class, and shall be of a par value of \$10.00 per share.

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ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferrable only to natural persons, and who are not nonresident aliens.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial registered office of the corporation is 525 Bargoello Road, Coral Gables, Florida 33146. The name of its initial registered agent is MARY HOERBER MILIAN, attorney-at-law, 525 Bargoello Road, Coral Gables, Florida 33146.

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Jorge Luis Milian	525 Bargoello Road Coral Gables, Florida 33146
George Milian	2700 Granada Boulevard Coral Gables, Florida 33134

ARTICLE NINE

A majority vote of directors for effective director action is required at all directors' meetings.

ARTICLE TEN

The name of each person who is to serve as an initial officer of the corporation is:


NAME	OFFICE
George Milian	President
Jorge Luis Milian	Secretary/Treasurer

ARTICLE ELEVEN

The name and address of each incorporator is:

NAME	ADDRESS
George Milian	2700 Granada Boulevard Coral Gables, Florida 33134

Executed by the undersigned at Dade County, Florida, on 10th day of January, 1997.



GEORGE MILIAN

SESMEHARTICLES

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REGISTERED AGENT'S ACCEPTANCE OF DESIGNATION

I, MARY HOERBER MILIAN, attorney-at-law, of 525 Bargello Road, Coral Gables, Florida 33146, hereby accepts the designation of Registered Agent for the corporation, The Milian Corporatio, Inc., as stated in Article Seven of the Articles of Incorporation.

DATED this 9th day of January, 1997.

Mary Hoerber Milian
MARY HOERBER MILIAN