

LAW OFFICES
AMARI, THERIAC & EISENMENGER, P.A.

Attorneys and Counselors At Law

Richard S. Amari
Kohn Bennett
Robert R. Berry
Bradly Roger Bettin, Sr.
Gregory W. Eisenmenger
Carla Neeley Freitag
Anthony A. Garganese
Mitchell S. Goldman
George E. Harding
J. Wesley Howze, Jr.
Mark S. Peters
David M. Presnick
James S. Theriac, III

P97000012359

Mariner Square
Suite 302
96 Willard Street
Cocoa, Florida 32922-7998
Telephone (407) 639-1320
Fax (407) 639-6690

Imperial Plaza
Suite B104
6769 N. Wickham Road
Melbourne, Florida 32940
Telephone (407) 259-66
Fax (407) 259-6624

January 20, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Re: MacMillan Buchanan of Miami, Inc.

300002066889--4
-01/24/97--01006--006
****122.50 ****122.50

Ladies and Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, together with our firm's check in the amount of \$122.50 representing payment of the following:

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

W97-2125
612

Please file the enclosed Articles and return a certified copy to the undersigned. If you have any questions, please call. Thank you for your assistance with this matter.

Sincerely,

AMARI, THERIAC & EISENMENGER, P.A.



Anthony A. Garganese, Esquire

Enclosures

cc: Mr. Michael A. Hill (w/out encl.)

coco\lsg\corporate\macmillan

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -6 AM 9:46

5/6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1997

AMARI, THERIAC & EISENMENGER, P.A.
ATTN: ANTHONY A. GARGANESE
96 WILLARD STREET
COCOA, FL 32922-7998

SUBJECT: MACMILLAN BUCHANAN OF MIAMI, INC.
Ref. Number: W97000002125

We have received your document for MACMILLAN BUCHANAN OF MIAMI, 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 197A00004537

ARTICLES OF INCORPORATION
OF
MACMILLAN BUCHANAN OF MIAMI, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **MACMILLAN BUCHANAN OF MIAMI, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V

**Initial Registered Office and Agent
Principal Office**

The street address of the corporation's initial registered office, and the name of its initial

registered agent at that office is as follows: **MARK S. BUCHANAN**, 317 Riveredge Boulevard, Cocoa, Florida 32923-1000.

The principal office of the corporation is as follows: 317 Riveredge Boulevard, Cocoa, Florida 32923-1000.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the initial directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
MARK S. BUCHANAN	317 Riveredge Boulevard Cocoa, Florida 32923-1000
MICHAEL A. HILL	317 Riveredge Boulevard Cocoa, Florida 32923-1000
JOSÉ ANTONIO MARTELY	8405 NW 53 rd Street Miami, Florida 33166
DONALD J. LONG	317 Riveredge Boulevard Cocoa, Florida 32923-1000
TONI M. TEAGUE	317 Riveredge Boulevard Cocoa, Florida 32923-1000

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is:

NAME

MARK S. BUCHANAN

STREET ADDRESS

317 Riveredge Boulevard
Cocoa, Florida 32923-1000

ARTICLE VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 29 day of December, 1996.


MARK S. BUCHANAN

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29 day of December, 1996, by MARK S. BUCHANAN.




DEBORAH LYNN FRECK
MY COMMISSION # CC450688 EXPIRES
April 5, 1999
BONDED THIRD PARTY FIDELITY INSURANCE, INC.


NOTARY PUBLIC

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Section 607.0505, the following is submitted:

MACMILLAN BUCHANAN OF MIAMI, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **MARK S. BUCHANAN** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 317 Riveredge Boulevard, Cocoa, Florida 32923-1000


MARK S. BUCHANAN
DATED: December 29, 1996

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DIVISION OF CORPORATIONS
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Having been named to accept services of process for the above stated 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 and complete performance of my duties.


MARK S. BUCHANAN

DATED: December 29, 1996