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ACCOUNT NO. : 072100000032

REFERENCE : 278655 149034A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 3, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 278655-005

CUSTOMER NO: 149034A

S00002102405--9
-03/03/97--01073--008
****122.50 ****122.50

CUSTOMER: Mr. Jeffrey Sniadanko
PATRICK C. BARTHET, P.A.

Suite 2120
200 S. Biscayne Boulevard
Miami, FL 33131

FILED
97 MAR -3 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MILLER AND PACHO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

K.R. MAR - 3 1997

**ARTICLES OF INCORPORATION
FOR
MILLER AND PACHO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Miller and Pachó, Inc.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE / MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,000.

**ARTICLE IV
STREET ADDRESS OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131. The name of the initial registered agent is Patrick C. Barthet, Esquire.

**ARTICLE V
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Patrick C. Barthet, Esquire, 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131.

**ARTICLE VI
DURATION AND PURPOSE**

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE VII
NAME OF DIRECTORS**

John R. Miller, Jr. and Jorge M. Pacho, whose address is 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131 shall serve as initial directors.

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.



Patrick C. Barthet, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Patrick C. Barthet, Registered Agent

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TALLAHASSEE, FLORIDA