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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MILLER, KENNEDY & MEYERS, INC.

AUDIT NUMBER.....H97000009034

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
MILLER, KENNEDY & MEYERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:  
MILLER, KENNEDY & MEYERS, INC.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One Thousand Shares (1,000) of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office and principal place of business shall be 2455 East Sunrise Boulevard, Suite 304, Fort Lauderdale, Florida 33304-3107. The name of the corporation's initial registered agent at this address shall be T. Delehanty. The principal place of business is 2455 East Sunrise Boulevard, Suite 304, Fort Lauderdale, Florida 33304-3107.

MMcCLEARY (954) 587-5445  
McCLEARY & McCLEARY, P.A.  
7441 Northwest 4th Street  
Plantation, Florida 33317-2204

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ARTICLE V.

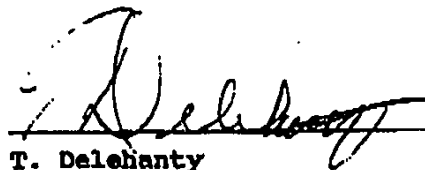
This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is T. Delehanty of 2455 East Sunrise Boulevard, Suite 304, Fort Lauderdale, Florida 33304-3107.


EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.

  
T. Delehanty

ACKNOWLEDGMENT

In witness whereof, I hereunto set me hand and seal  
this 2nd day of June, 1992.

  
T. Delehanty

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.

  
T. Delehanty

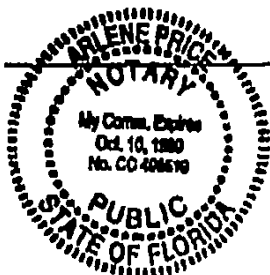
State of Florida)  
County of Broward)

I hereby certify on this 2nd day of June, 1997, personally appeared before the undersigned authority, T. Delehanty to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.

  
Notary Public

My commission expires:



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