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**MILLER AND RAND, P.A.**

ATTORNEYS AT LAW

**BRENT C. MILLER**  
*Licensed in Florida and Illinois*

**CHARLES M. RAND**  
*Licensed in Florida and Georgia*

**DAVID R. HEIL**  
*Board Certified Civil Trial Lawyer*

Reply to: Longwood Office

May 29, 1997

407 WEKIVA SPRINGS ROAD, SUITE 119  
LONGWOOD, FLORIDA 32779  
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FAX: (352)-323-0054

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

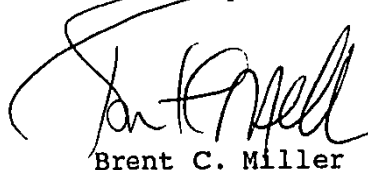
Re: Miller and Heil, P.A.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Miller and Heil, P.A., along with our check in the amount of \$122.50. Please forward your certificate of filing to: Miller and Heil, P.A., 407 Wekiva Springs Road, Suite 119, Longwood, Florida 32779.

Thank you for your assistance.

Sincerely,



Brent C. Miller

BCM:ksm  
Enclosures (as stated)

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DIVISION OF CORPORATIONS  
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D. BROWN JUN - 3 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**MILLER AND HEIL, P.A.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, licensed to practice the profession of law in the State of Florida, having the intention of forming a professional corporation pursuant to the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is MILLER AND HEIL, P.A.

**ARTICLE II - DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III - GENERAL PURPOSE**

This corporation is organized for the following purposes:

(a) to engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

(b) to own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

(c) the professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the Bar of, and is duly authorized to practice law in the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Seventy Five Thousand (75,000) shares of capital stock, which shall be designated Common Shares with a par value of one cent (\$.01). Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable. Capital stock shall be issued only to individuals who are duly licensed to practice law in the State of Florida.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 407 Wekiva Springs Road, Suite 119, Longwood, Florida 32779; and the name of the initial registered agent of this corporation at that address is BRENT C. MILLER.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors who shall hold office until his successors are duly elected and have qualified is:

BRENT C. MILLER	407 Wekiva Springs Road, Suite 119 Longwood, Florida 32779
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#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator of this corporation is:

BRENT C. MILLER	407 Wekiva Springs Road, Suite 119 Longwood, Florida 32779
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#### ARTICLE IX - BY-LAWS

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

#### ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto provided that said amendment is unanimously approved by all shareholders of the corporation and so long as such amendment is not inconsistent with the Florida Professional Service Corporation Act, and any right conferred upon the shareholder is subject to this reservation.

**ARTICLE XII - CORPORATE OFFICE**

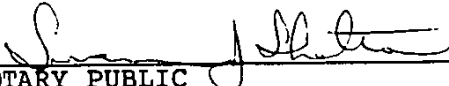
The principal office of the corporation is located at 407 Wekiva Springs Road, Suite 119, Longwood, Florida 32779.

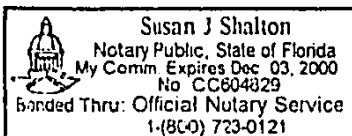
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Longwood, Seminole County, Florida, this 30<sup>th</sup> day of May, 1997.

  
BRENT C. MILLER

STATE OF FLORIDA  
COUNTY OF SEMINOLE


BEFORE ME, the undersigned authority, personally appeared BRENT C. MILLER who is personally known to me and who did take an oath and he acknowledged before me that he read and executed these Articles of Incorporation and that the facts contained therein are true and correct.

  
NOTARY PUBLIC  
STATE OF FLORIDA  
MY COMMISSION EXPIRES:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
BRENT C. MILLER  
Registered Agent 5-29-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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