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Murphy Law Firm

Vincent Murphy
3785 North Airport Road, Suite A
Naples, Florida 34105

Telephone 941/262-6507
Fax 941/262-7098

June 20, 1997

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

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-06/23/97--01125--002
*****70.00 *****70.00

RE: MILLER-DUBOW, INC.

Dear Sir:

Enclosed please find Articles of Incorporation and Registered Agent for filing, along with our check in amount of \$70.00 filing fee.

Please forward a copy of the filed Articles to me in the envelope provided. Thank you.

Sincerely,

Lin Davis

Lin Davis, Secretary
to Vincent Murphy

JUN 24. BSB

Enclosures

FILED
97 JUN 23 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MILLER-DUBOW, INC.

FILED
97 JUN 23 PM 2:05
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607, Florida Statutes, as follows:

Article I-Name

The name of the corporation shall be Miller-Dubow, Inc., and the principal office and the mailing address of the corporation shall be 420 Meadowlark Lane, Naples, FL 34105.

Article II-Nature of Business

The corporation is authorized to conduct any activities as are permitted under applicable Florida Statutes.

Article III-Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with no par value.

Article IV-Registered Agent

The street address of the initial registered office of the corporation shall be 420 Meadowlark Lane, Naples, FL 34105, and the initial registered agent at that address is Stuart Dubow.

Article V-Term of Existence

This corporation shall exist perpetually.

Article VI-Directors

As permitted by Chapter 607.0732, Florida Statutes, there shall be no board of directors of this corporation. All corporate powers shall be exercised by or under the authority of the shareholders, subject to any limitation set forth in these articles of incorporation.

Article VII-Officers

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

Stuart Dubow
420 Meadowlark Lane
Naples, FL 34105

President/Treasurer

Barry Miller
61 Emerald Wood Dr., #D-6
Naples, FL 34108

Vice President/Secretary

Article VIII-Special Provisions


It is the intent of the corporation to obtain and maintain a tax status as an S corporation under the provisions of the Internal Revenue Code of the United States.

Article IX-Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

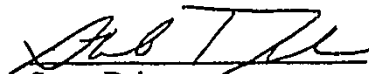
Stuart Dubow, 420 Meadowlark Lane, Naples, FL 34105

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 19th day of June, 1997.


Stuart Dubow

Acceptance of Registered Agent Designated in Articles of Incorporation

Stuart Dubow, having a business address identical to the registered office of the corporation named above, and having been designated as the registered agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under Chapter 607.0505, Florida Statutes.


Stuart Dubow

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97 JUN 23 PM 2:05
TAMPA, FLORIDA