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AND NEW YORK
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AND PENNSYLVANIA

June 18, 1997

VIA CERTIFIED MAIL RECEIPT #P 605 954 115

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-06/25/97--01116--004
****122.50 ****122.50

RE: MILLER LIFE ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation and Designation of Registered Agent on the above named corporation.

Kindly mail the Articles once filed to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A. at the above address to the attention of Cheryl. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: 
Cheryl R. Clare, Legal Assistant

/crc
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 25 PM 12:40

6-26-97
WS

ARTICLES OF INCORPORATION

OF

MILLER LIFE ASSOCIATES, INC.

ARTICLE I

NAME

The name of this corporation is
MILLER LIFE ASSOCIATES, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To provide sales and service for life, health, home health care, nursing home care, and Medicare supplement insurance and annuity products.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
61 JUN 25 PM 12:40

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1674 Cypress Pointe Drive, Coral Springs, Florida 33071. The initial registered agent of this corporation is **STUART P. MILLER** with his address at 1674 Cypress Pointe Drive, Coral Springs, Florida 33071. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

STUART P. MILLER **1674 Cypress Pointe Drive**
Coral Springs, Florida 33071

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

STUART P. MILLER 1674 Cypress Pointe Drive
Coral Springs, Florida 33071

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of June 1997.


STUART P. MILLER

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this _____ day of June 1997, by STUART P. MILLER, who is personally known and who did take an oath.

Notary Public, State of Florida

(SEAL)

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organize under the laws of

organize under the laws of

Recreation in the City

Incorporation in the City

ST P. MILLER, located

accept service of process