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TURNER & LYNN

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August 29, 1997

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

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-09/02/97--01009--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Re: J. W. DeMilly & Company, Inc.  
Articles of Incorporation

Enclosed are an original and one (1) copy of the Articles of Incorporation for J. W. DeMilly, Inc., as well as our trust account check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Designation	35.00
Certified Copy	52.50
	<hr/>
	\$122.50

A stamped, self-addressed envelope is enclosed for your convenience in returning the certified copy of the Articles of Incorporation to me.

If you require any additional information, please call me.

Very truly yours,

TURNER & LYNN

By: \_\_\_\_\_

SANDRA T. LYNN

STL:jw  
Enclosures

FILED  
97 SEP -2 AM 9:45  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TM-9/4/97

ARTICLES OF INCORPORATION  
OF  
J. W. DeMILLY & COMPANY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I--NAME

The name of the corporation shall be J. W. DeMilly & Company, Inc.

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2540 Fairways Drive, Homestead, Florida 33035.

ARTICLE III--CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten (10) shares of common stock at a par value of one dollar (\$1.00) per share.

ARTICLE IV--REGISTERED AGENT

The name and address of the initial registered agent is Sandra T. Lynn, Esq., Turner & Lynn, Attorneys at Law, 830 North Krome Avenue, P. O. Box 1629, Homestead, Florida 33090.

ARTICLE V--INCORPORATORS

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

J. W. DeMilly III  
2540 Fairways Drive  
Homestead, Florida 33035

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197 SEP -2 AM 9:45  
TALLAHASSEE, FLORIDA

#### ARTICLE VI--PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

#### ARTICLE VII--BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the shareholders.

#### ARTICLE VIII--AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE IX--PREEMPTIVE RIGHTS

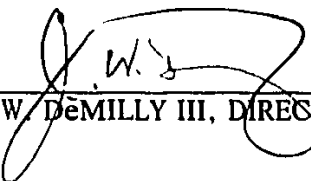
This corporation elects to have preemptive rights.

#### ARTICLE X--OFFICERS

The name and street address of the officer(s) to these Articles of Incorporation is:

J. W. DeMilly III  
Director  
2540 Fairways Drive  
Homestead, Florida 33035

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 28<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
J. W. DeMILLY III, DIRECTOR

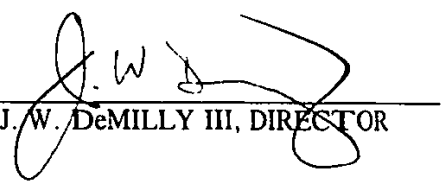
**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is J. W. DeMilly & Company, Inc.
2. The name and address of the Registered Agent and office is:

Sandra T. Lynn, Esq.  
Turner & Lynn  
Attorneys at Law  
830 North Krome Avenue  
P. O. Box 1629  
Homestead, Florida 33090

  
J. W. DeMILLY III, DIRECTOR


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DIVISION OF REVENUE  
TALLAHASSEE, FLORIDA

Date: August 28, 1997

Having been named as Registered Agent to accept Service of Process for the above-stated corporation at the place designated in this Certificate, I hereby do accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

TURNER & LYNN

By:

  
SANDRA T. LYNN, ESQ.

Date:

8-28-97