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LAW OFFICES

BENJAMIN T. SHUMAN

611 N. PINE HILLS ROAD
ORLANDO, FLORIDA
32808

(407) 295-4701

October 13, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: MILLER DIVERSIFIED, INC.

200002321592--2
-10/16/97--01031--020
****122.50 ****122.50

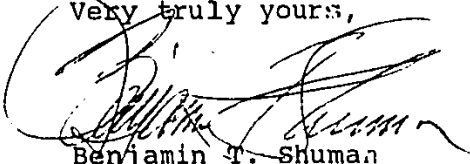
Gentlemen:

I enclose herewith original and copy of Articles of Incorporation for the above-captioned corporation together with my trust account check No. 2836 in the amount of \$122.50 representing payment for the following:

Filing Fee	35.00
Resident Agent Designation (Contained within Articles)	35.00
Certified copy of Charter	52.50

Please furnish me with a certified copy of the Charter. Thank you for your cooperation in this matter.

Very truly yours,


Benjamin T. Shuman

BTS:ls
encls.

(4)

FILED
97 OCT 16 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 17 1997

ARTICLES OF INCORPORATION
OF
MILLER DIVERSIFIED, INC.

FILED
97 OCT 16 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MILLER DIVERSIFIED, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

In addition to, and not in limitation of, other powers conferred by the laws of the State of Florida, this corporation shall have authority to engage in business as a manufacturer's representative or broker or distributor of goods, services and products; the sale and distribution of goods and products at wholesale or retail or upon commission; and the marketing of personal property and services of every kind and description consistent with the laws of the State of Florida and customs and practices of merchants engaged in such transactions.

This corporation shall have the power, but not the duty, to enter into contracts of life insurance, pension and profit sharing plans, deferred income plans, and retirement annuity contracts for its officers, directors, or employees, either approved or unapproved.

The corporation shall have the power, but not the duty, to provide health care insurance for its officers, directors, and employees.

ARTICLE IV - CAPITAL STOCK

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of 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 with out 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, which is also the principal office and mailing address of this corporation, is 2475 John Young Parkway, Orlando, Florida 32804, and the name of the initial registered agent of this corporation at that address is Don S. Miller.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

Don S. Miller

2475 John Young Parkway
Orlando, FL 32804

ARTICLE VIII - INCORPORATORS

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

Don S. Miller

2475 John Young Parkway
Orlando, FL 32804

ARTICLE IX - BY-LAWS

The power to adopt by-laws shall be vested initially in the organizers of this corporation. Said by-laws may thereafter be amended by the directors or the shareholders except that the directors shall have no authority to amend a by-law if expressly prohibited by shareholders.

shareholder buy sell agreement shall be executed, and thereafter shares may not be resold or otherwise transferred to other persons unless such shares are first offered to the other shareholders or to this corporation, if the shareholders do not wish to purchase the same. Further, after initial issuance of shares to more than one person, no new original shares shall be issued without first affording to existing shareholders the preemptive right to purchase all or any portion of the new issue at the price and terms at which, and the time within which, such shares may be offered.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of October, 1997.

Don S. Miller
Don S. Miller

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of October, 1997, by Don S. Miller who is personally known to me or who has produced Florida Driver's License No. N/A as identification.



NOTARIAL
SEAL
LORETTA SHUMAN
MY COMMISSION # CC404714 EXPIRES
September 3, 1998
BONDED WITH TROY PAW INSURANCE, INC.

Notary Public-State of Florida:

Sign Name:

Loretta Shuman

Print Name:

Loretta Shuman

My Commission Expires: 9/3/98

Commission No.: CC 404714

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open said office.