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MCDONALD, FLEMING, MOORHEAD & FERGUSON

ATTORNEYS AT LAW

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4300 BAYOU BOULEVARD, SUITES 12 & 13

PENSACOLA, FLORIDA 32503

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

STEPHEN R. MOORHEAD
BOARD CERTIFIED
REAL ESTATE ATTORNEY

TELEPHONE (904) 477-0660
TELECOPIER (904) 477-1700

October 22, 1997

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301
Post Office Box 6327
Tallahassee, Florida 32314

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-10/24/97--01041--009
****122.50 ****122.50

Re: Jeff Miller Real Estate, Inc.

Gentlemen:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. Enclosed is a check in the sum of \$122.50 representing the following fees:

Filing fee	\$35.00
Certified copy	52.50
Registered agent fee	<u>35.00</u>

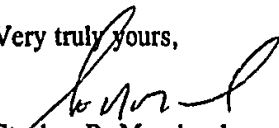
TOTAL	\$122.50
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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact the undersigned should you have any questions.

Your prompt attention to this matter is appreciated.

Very truly yours,


Stephen R. Moorhead

SRM:fm
Enclosures
cc: Mr. Jeff Miller

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 AM 11:21

10/24/97

EFFECTIVE DATE

10/21/97

ARTICLES OF INCORPORATION

OF

JEFF MILLER REAL ESTATE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 AM 11:21

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is JEFF MILLER REAL ESTATE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

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.

ARTICLE VI - PRINCIPAL OFFICE

The street address of this corporation's principal office and its mailing address is 6856 Caroline Street, Suite 107, Milton, Florida 32570.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4300 Bayou Blvd., Suites 12 & 13, Pensacola, Florida 32503, and the name of this corporation's initial registered agent is Stephen R. Moorhead.

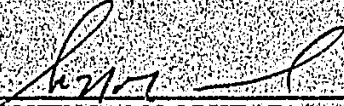
ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The sole director constituting the initial board of directors is: Jefferson B. Miller, 2936 Fox Pond Trail, Pace, FL 32571.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Stephen R. Moorhead, 4300 Bayou Blvd., Suites 12 & 13, Pensacola, Florida 32503.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21 day of October, 1997.


STEPHEN R. MOORHEAD

STATE OF FLORIDA

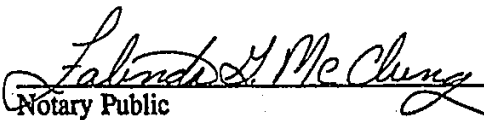
COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Stephen R. Moorhead to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 21st day of October, 1997.



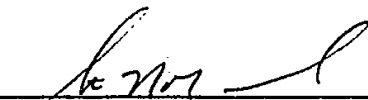
Faldna G. McClung
My Commission CC562414
Expires Feb. 14, 2000


Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Stephen R. Moorhead, hereby accept the appointment as registered agent for JEFF MILLER REAL ESTATE, INC. as set forth in its articles of incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 21 day of October, 1997.


STEPHEN R. MOORHEAD

Corporat\Miller\Articles

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SECRETARY OF STATE
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