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Business Law

Corporations

Securities

7 July 1998

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

100002586301--8  
-07/13/98--01054--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for Miller-Lyon, Inc. ("MLI")

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Miller-Lyon, Inc. along with a check in the amount of \$70.00 payable to the order of the Secretary of State of Florida.

Please return a file stamped copy of the Articles to me in the enclosed self addressed and stamped envelope at your earliest convenience.

Very truly yours,

*James D. Cullen*  
James D. Cullen, Jr.

Enclosures

FILED  
98 JUL 13 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SD  
7/16

**ARTICLES OF INCORPORATION**

**OF**

**MILLER & LYON, INC.**

**FILED**  
98 JUL 13 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, (the "Act") adopts the following Articles of Incorporation:

**Article I**

The name of this corporation is Miller & Lyon, Inc. (the "Corporation").

**Article II**

The address of the principal office and mailing address of this Corporation is 61 Emerald Woods Drive, #D-6, Naples, Florida 34108.

**Article III**

This Corporation is organized for the purpose of engaging in the transaction of any and all business for which corporations may be incorporated under the provisions of the Act.

**Article IV**

This Corporation is authorized to issue One Thousand (1,000) shares, and hereby issues Five Hundred (500) shares, all with a par value of \$.001, to be classified as common stock and shall be entitled to receive the net assets of this Corporation upon dissolution.

#### Article V

The street address of the initial registered office of this Corporation is 61 Emerald Woods Drive, #D-6, Naples, Florida 34108, and the name of the initial registered agent at such address is Barry Miller.

#### Article VI

This Corporation shall have no less than one (1) or more than five (5) members of the Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation shall be two (2) and the name and address of the persons who are to serve as members thereof are:

Barry Miller	Robert Lyon
61 Emerald Woods Drive	5800 Woodmere Lake Circle
#D-6	#J-201
Naples, Florida 34108	Naples, Florida 34112

#### Article VII

This Corporation elects to have preemptive rights to the full extent provided by law.

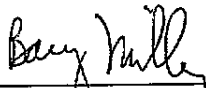
#### Article VIII

Cumulative voting for directors shall apply to this Corporation.

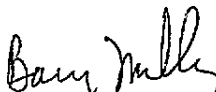
Article IX

The incorporator of this Corporation is Barry Miller, whose address is 61 Emerald Woods Drive, #D-6, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for purposes of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 2nd day of January, 1998

  
\_\_\_\_\_  
Barry Miller  
Incorporator

Barry Miller, an individual residing in Naples, Florida and having a business office located at 61 Emerald Woods Drive, #D-6, Naples, 34108, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the duties of the position of the Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Barry Miller  
Registered Agent

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98 JUL 13 PM 3:47  
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TALLAHASSEE, FLORIDA