UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue Tallahassee, FL 32301 (850) 681-6528

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RECEIVED FLORIDA DEPARTMENT OF STATEDIVISION OF CORPORATION

July 29, 1998

UCC FILING & SEARCH SERVICES, INC. **526 E PARK AVE** TALLAHASSEE, FL 32301

SUBJECT: MILLER & DAVIS, INC. Ref. Number: W98000017198

We have received your document for MILLER & DAVIS, INC, and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

If you have any further questions concerning your document, please call (850) 487*-*6915.

Pamela Hall **Document Specialist** 

Letter Number: 198A00039820

ARTICLES OF INCORPORATION

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

MILLER & DAVIS, INC.

EFFECTIVE DATE

7-21-98

ARTICLE I.

<u>NAME</u>

The name of this corporation is Miller & Davis, Inc.

ARTICLE II.

# PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 4642 Darlington Road, Holiday, FL 34690.

# ARTICLE III.

# DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of  $July\ 21$  , 1998.

#### ARTICLE IV.

# PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

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#### ARTICLE V.

# CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE VI.

# REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, 150 2nd Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

# ARTICLE VII.

# INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than two (2). The names and addresses of the two initial directors of this corporation are Jeffrey Davis, 4642 Darlington Road, Holiday, FL 34690 and Richard Miller, 4642 Darlington Road, Holiday, FL 34690.

#### ARTICLE VIII.

# INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Joel D. Bronstein, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

#### ARTICLE IX.

#### **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.

#### ARTICLE X.

# **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors.

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE XI.

#### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act

by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 3rd day of July, 1998.

Joel D.

Bronstein

INCORPORATOR

129693

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SECRETARY OF STATE