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October 5, 1998

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*****78.75 *****78.75

Secretary of State
Division of Corporations
The Capital
Tallahassee, FL 32399

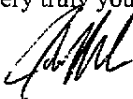
RE: MILLER CONSULTING DIVISION INC.

Dear Sir:

Enclosed please find two copies of the articles of incorporation for the above referenced corporation along with a check in the amount of \$78.75. Please return a certified copy and certificate in the enclosed pre-paid envelope.

Should you have any questions, please contact me at 1-954-481-3701.

Very truly yours,



JOHN MILLER
2036 WOODLAKE CIRCLE
DEERFIELD BEACH, FLORIDA 33442

enclosures

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ARTICLES OF INCORPORATION

OF

MILLER CONSULTING DIVISION INC.

ARTICLE I: NAME

The name of the corporation shall be

MILLER CONSULTING DIVISION INC.

ARTICLE II: PURPOSE

To engage in and carry on any business activities under the laws of the United States of America and the state of Florida. The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE III: PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

2036 WOODLAKE CIRCLE
DEERFIELD BEACH, FL 33442

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue a maximum of 5,000 shares of \$1.00 par value common stock, which shall be designated as "common shares".

ARTICLE V: VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI: 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 without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: INITIAL REDISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

JOHN MILLER
2036 WOODLAKE CIRCLE
DEERFIELD BEACH, FL 33442

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may increase from time to time by the by-laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

JOHN MILLER
2036 WOODLAKE CIRCLE
DEERFIELD BEACH, FL 33442

ARTICLE IX: INCORPORATOR

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

JOHN MILLER
2036 WOODLAKE CIRCLE
DEERFIELD BEACH, FL 33442

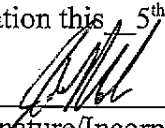
ARTICLE X: INDEMNIFICATION

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason

of his being or having been a director or an officer of the Corporation (said expenses to include attorneys' fees and the cost of reasonable settlements made with a view of curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings as to have been derelict in the performance of his duty, as such Officer or Director.

Such right of indemnification shall be exclusive of any other rights to which a Director or an Officer may be entitled under any regulations, agreements, vote of stockholder or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.


The undersigned have executed these Articles of Incorporation this 5th day of OCTOBER, 1998



Signature/Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 10-5-98



Signature

JOHN MILLER

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