

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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| PROFIT CORPORATION ANNUAL REPORT 1997 | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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| DOCUMENT # 1. Corporation Name MILLER AND FRIENDS INC. | V 22917 |
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| Principal Place of Business | Mailing Address C/O SANDY & STRADER PA 29 OLD KINGS RD N #1B PALM COAST FL 32137 |
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97 JUL -1 AM 10:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|--------------------------------------|---------------------------|-----------|---------------|
| 2. Principal Place of Business 21 | 2a. Mailing Address 26 | | |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 | | |
| City & State 23 | City & State 28 | | |
| Zip 24 | Country 25 | Zip 29 | Country 30 |

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|---|--------------------------------|
| 3. Date Incorporated or Qualified | 3a. Date of Last Report |
| 4. FEI Number 59-3123145 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

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| 9. Name and Address of Current Registered Agent Stephen M Strader 29 Old Kings Rd N Ste 1B Palm Coast FL 32137 |
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| 10. Name and Address of New Registered Agent | |
| 81 Name | |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | 85 Zip Code |
| FL | |

11. Pursuant to the provisions of Sections 607.0502 and 607.1509, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

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| SIGNATURE Stephen M Strader | 6-20-97 | DATE |
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| 12. OFFICERS AND DIRECTORS | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | PRES. ATHENA MILLER 228 LYNN MANOR DR ROCKVILLE MD 20850 |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE |

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| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition 900002230749-1 -07/03/97--01136--02 ****165.00 ****165.00 |
| 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition A 1-3-97 |
| 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the officer or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

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| SIGNATURE: Athena Miller | 4-30-97 | DATE |
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