

PO0000069982

July 14, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314-6327

SUBJECT: MILLENNIUM ONE GROUP CORP.

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-07/19/00--01100--022
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation of MILLENNIUM ONE GROUP CORP. and a check for \$78.75 to cover the fees in this regard.

Please file the original of the enclosures, and "date stamp" the copy and return to this office. Please also issue and return a Certificate of Status of the Corporation.

Thank you in advance for your cooperation.

Sincerely,

Darlene R. Rosario

Darlene R. Rosario
881 Timberland Trail
Altamonte Springs FL 32714-1218

Tel. (407) 293-9960

Enclosures

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**ARTICLES OF INCORPORATION
OF
MILLENIUM ONE GROUP CORP.**

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TALLAHASSEE FLORIDA

The undersigned incorporator makes, subscribe and acknowledges the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be MILLENIUM ONE GROUP CORP. For convenience, this corporation shall be referred to in this instrument as the "Corporation."

ARTICLE II - DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida, and in addition to but not in limitation of such powers, shall also have the power:

- 3.1 To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rest, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any building or other structures, at any time owned or held by the Corporation; to buy sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- 3.2 To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.
- 3.3 To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers of corporate indebtedness as required.

- 3.4 To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- 3.5 To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise mortgage, pledge acquire or dispose of the shares of the capital stock of, any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- 3.6 To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any persons, firm, association or corporation; and to transact any further and business necessarily connected with the purposes of this Corporation or calculated to facilitate the same.
- 3.7 To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place of amount; and to have, use, exercise and enjoy all of the general powers of a like corporation.
- 3.8 To engage in any and all lawful businesses, trades, occupations and professions.
- 3.9 To do any and all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principal, agents, contractors or otherwise, alone or in the company with others and to do and perform all such things and act as may be necessary, profitable or expedient in carrying on any of the business or acts set forth.

The intention is that none of the objects and powers as hereinafter set forth, except as otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles hereof; but that the objects and powers or clauses of this Article shall be regarded as independent objects and powers.

ARTICLE IV – NUMBER OF SHARES OF STOCKS

The aggregate number of shares, which the Corporation shall have authority to issue, is One-Thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

ARTICLE V – DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the shareholders, but shall never be less than one (1) person, but may be enlarged to as many as nine (9) people by the Board of Directors as it shall determine from time to time. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles and the Bylaws are:

Darlene R. Rosario 881 Timberland Trail, Orlando, Florida 32714

Cesar U. Rosario 881 Timberland Trail, Orlando, Florida 32714

ARTICLE VI - OFFICERS

The Board of Directors shall elect the officers, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the initial officers of the Corporation are as follow:

President:	Darlene R. Rosario	881 Timberland Trail, Orlando, Florida 32714
Vice President:	Cesar U. Rosario	881 Timberland Trail, Orlando, Florida 32714
Secretary:	Darlene R. Rosario	881 Timberland Trail, Orlando, Florida 32714
Treasurer:	Cesar U. Rosario	881 Timberland Trail, Orlando, Florida 32714

ARTICLE VII - INDEMNIFICATION

6.1 Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceedings to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, or having served at the Corporation's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided the Directors of the Corporation approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

6.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if authorized by all of the noninterested directors, upon receipt of a written acknowledgement and agreement by the director or officer to repay such amount to the Corporation if it shall ultimately be determined that he is not to be indemnified by the Corporation as authorized by these Articles of Incorporation. Such written agreement shall provide that in the event the Corporation shall find it necessary to bring legal action to enforce and collect on such repayment agreement, the Corporation shall also be entitled to recover from such director or officer, all costs and expenses, including reasonable attorney's fees at trial or on appeal, which the Corporation shall incur bringing such legal action.

The Corporation shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these articles.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal office of the Corporation is located at 881 Timberland Trail, Altamonte Springs, Florida 32714.

ARTICLE X - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 881 Timberland Trail, Altamonte Springs, Florida 32714 and the name of the initial registered agent of the Corporation at that address is Darlene R. Rosario.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Darlene R. Rosario	881 Timberland Trail Altamonte Springs, Florida 32714

In WITNESS WHEREOF, I, the undersigned subscriber, have hereunto affixed my signature, this 14th day of July 2000 for the purpose of forming this Corporation under the laws of the State of Florida.

Darlene R. Rosario
Darlene R. Rosario
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

State of Florida, has named Darlene R. Rosario, located at 881 Timberland Trail, Altamonte Springs, Florida 32714, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for MILLENIUM ONE GROUP CORP. at 881 Timberland Trail, Altamonte Springs, Florida 32714, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of a registered agent outline in Section 607.0505 Florida Statutes.

Dated this 14th day of July 2000.

Darlene R. Rosario

Darlene R. Rosario
Registered Agent

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00 JUL 19 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA