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ACCOUNT NO. : 07210000032

REFERENCE : 165483 137709A

AUTHORIZATION :

Patricia Pizju

COST LIMIT : \$ 78.75

2001 MAY 30 PM 2:02
TALLAHASSEE FLORIDA

ORDER DATE : May 29, 2001

ORDER TIME : 11:04 AM

ORDER NO. : 165483-005

CUSTOMER NO: 137709A

CUSTOMER: Erin Smith Aebel, Esq
Gardner Wilkes Shaheen &
Candelora
2650 Suntrust Financial Center
401 East Jackson Street
Tampa, FL 33602

2001 MAY 30 PM 12:07
RECEIVED
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE FLORIDA
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: MILLENNIUM FINANCIAL HOLDINGS,
INC.

EFFECTIVE DATE:

400004334444--5

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

g 5/30/01

ARTICLES OF INCORPORATION

OF

MILLENNIUM FINANCIAL HOLDINGS, INC.

2001 MAY 30 PM 2:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is MILLENNIUM FINANCIAL HOLDINGS, INC.

**ARTICLE II
TERMS OF EXISTENCE**

This corporation shall commence as of the date these Articles of Incorporation are filed with the Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III
NATURE OF BUSINESS**

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

**ARTICLE IV
CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The initial registered agent of this corporation shall be: Erin Smith Aebel. The street address of the initial registered agent of this corporation shall be: 401 E. Jackson Street, Suite 2650 Tampa, Florida 33602. The street address of the principal office of this corporation is: 6197 Westgate Drive, Number 106, Orlando, Florida 32835.

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors for this corporation shall consist of one or more members. Except for the number constituting the initial Board of Directors, the appointment of directors shall be decided by majority vote of the stockholders.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The name and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignations, removal from office, or deaths are:

Name:	Address:
James Sidney Hollington, Jr.	6197 Westgate Drive, Number 106 Orlando, Florida 32835.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator is:

Name:	Address:
Erin Smith Aebel	401 E. Jackson Street, Suite 2650 Tampa, Florida 33602

**ARTICLE IX
INDEMNIFICATION**

The corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority

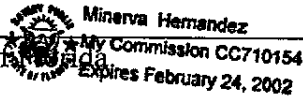
vote of the stockholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 25th day of May, 2001.

Erin Smith Aebel
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25th day of May, 2001, by Erin Smith Aebel, who is personally known to me or has produced _____ as identification.

Minerva Hernandez
Print, Type or
Stamp Name: _____
Notary Public, State of Florida
Serial No., if any: _____


ACCEPTANCE OF SERVICE AS REGISTERED AGENT

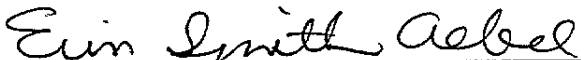
Erin Smith Aebel, having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 East Jackson Street, Suite 2650
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 25th day of May, 2001.


ERIN SMITH AEBEL

2001 MAY 30 PM 2:02
TALLAHASSEE FLORIDA