

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP**EPG MILLENNIUM FUND, L.P.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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Department of State^D 2/19/2002^S 2:21 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 19, 2002

BERGER SINGERMAN

SUBJECT: EPG MILLENNIUM FUND, L.P.
REF: W02000004627

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FAX Aud. #: H02000038089
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FAX AUDIT NO. H02000038089 7

CERTIFICATE OF LIMITED PARTNERSHIP
OF
EPG MILLENNIUM FUND, LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned, being the sole General Partner, desiring to form a Florida limited partnership, does hereby swear and affirm as follows:

1. The name of the Limited Partnership is **EPG MILLENNIUM FUND, LIMITED PARTNERSHIP**.

2. The office of the Limited Partnership is located at 333 N. New River Drive East, 4th Floor, Fort Lauderdale, Florida, 33301, and the name and address of the agent for service of process is Anthony F. Giordano, 333 N. New River Drive East, 4th Floor, Fort Lauderdale, Florida 33301.

3. The name and business addresses of the General Partners are:

EPG Partners, Inc.
333 N. New River Drive East, 4th Floor
Fort Lauderdale, Florida 33301

801-32074

Millennium Capital Network, Inc.
934 N. University Drive, S-133
Coral Springs, Florida 33071

8-97807

4. The mailing address of the Limited Partnership is:

333 N. New River Drive East, 4th Floor
Fort Lauderdale, Florida 33301

5. The latest date upon which the Limited Partnership is to dissolve is twenty (20) years from the date of the recording of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15 day of February, 2002.

GENERAL PARTNERS:

MILLENNIUM CAPITAL NETWORK, INC.

By:

Mike Santee

MIKE SANTEE, Chief Financial Officer

SIGNATURES CONTINUED ON FOLLOWING PAGE

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EPG PARTNERS, INC.

By:

ANTHONY F. GIORDANO, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of EPG MILLENNIUM FUND, LIMITED PARTNERSHIP, as made in the foregoing Certificate of Limited Partnership and agree to act in such 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 my position as the initial Registered Agent of EPG MILLENNIUM FUND, LIMITED PARTNERSHIP

Date: February 15, 2002


ANTHONY F. GIORDANO
Initial Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
EPG MILLENNIUM FUND, LIMITED PARTNERSHIP

The undersigned constituting all the general partners of EPG MILLENNIUM FUND, LIMITED PARTNERSHIP a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

Dated this 15 day of February, 2002

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

GENERAL PARTNERS:

EPG PARTNERS, INC.

By: 

ANTHONY F. GIORDANO, President

MILLENNIUM CAPITAL NETWORK, INC.

By: 

MIKE SANTEE, Chief Financial Officer