



# F97000004813

American Millennium Corporation, Inc.

James C. Statham - President & COO

Voice 352.742.5010 Fax 352.742.4617

August 20, 1998

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500002622465--4

-08/21/98--01102--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Notification of name change from Energy Optics, Inc. to American Millennium Corporation, Inc.

Dear Sir or Madam:

Enclosed find our Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, certified copies of our Certificate of Merger and Certificate of Amendment which includes the name change, and our check for \$35.00.

Your prompt attention to this matter would be greatly appreciated. If you have any questions, I may be reached at 352-742-5010.

Sincerely,

Renee Riegler

Secretary/Assistant Treasurer

*called 8/27,  
Renee sending resolution  
faxing.*

FILED  
98 AUG 21 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*NC  
PRG  
8/28*

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Energy Optics, Inc.  
Name of corporation as it appears on the records of the Department of State.

2. New Mexico 3. 9/16/97  
Incorporated under laws of Date authorized to do business in Florida

FILED  
98 AUG 21 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 11, 1998
5. American Millennium Corporation, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

N/A  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
New Jurisdiction

Renee Riegler 8/20/98  
Signature Date

Renee Riegler Corporate Secretary / Assistant Treasurer  
Typed or printed name Title

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF  
AMERICAN MILLENNIUM CORPORATION, INC.

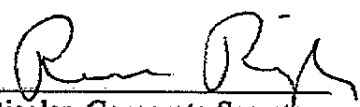
A special meeting of the Board of Directors of American Millennium Corporation, Inc. was held at the corporation's offices in Tavares, Florida on the 27th day of August, 1998. James Statham, being trustee for the majority of the shareholders and director of American Millennium Corporation, Inc., made the following resolutions.

BE IT RESOLVED, that since the company wishes to maintain its corporate offices in Tavares, Florida thereby making it is necessary to register with the state as a foreign profit corporation authorized to transact business in Florida and since the name of the corporation has been registered by a separate and distinct company incorporated in Florida, that American Millennium Corporation, Inc. register with the state as American Millennium Corporation, Inc. doing business (dba) in the state of Florida as American Millennium Corporation, Inc. USA.

There being no further business, the meeting was adjourned.



James Statham, President and COO

Attest:   
Renee Riegler, Corporate Secretary

98 AUG 21 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF NEW MEXICO



OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF COMPARISON

OF

AMERICAN MILLENNIUM CORPORATION, INC.

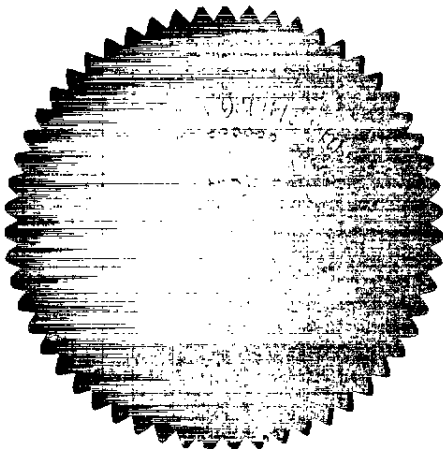
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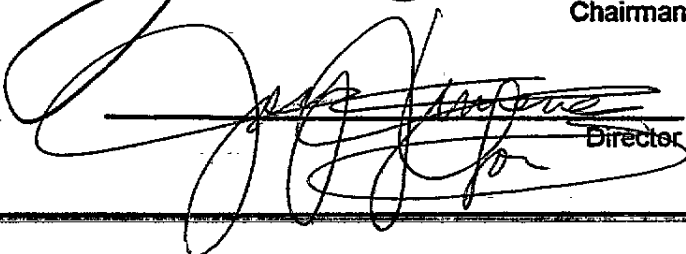
The State Corporation Commission certifies that the attached is a true and complete copy of the \*\*\*\*9\*\*\*\* page document(s) on file in this office.

This Certification is in accordance with Section 53-18-4 NMSA 1978.

Dated: AUGUST 17, 1998

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



  
Chairman  
  
Director

STATE OF NEW MEXICO



OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF MERGER

OF

ENERGY OPTICS INC.

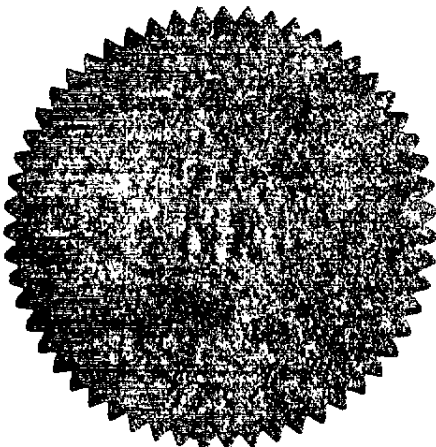
3164878


The State Corporation Commission certifies that duplicate originals of the Articles of Merger attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.

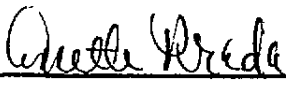
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger.

Dated: JUNE 11, 1998

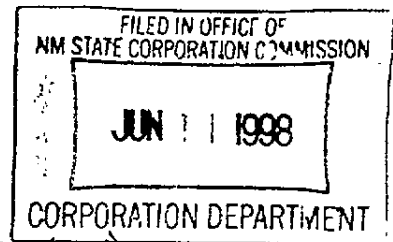
In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



  
Chairman

  
Director

31643 78



# ARTICLES OF MERGER

ENERGY OPTICS, INC., A NEW MEXICO CORPORATION (NM)  
(SURVIVING CORPORATION)

AND

AMERICAN MILLENNIUM CORPORATION, A DELAWARE CORPORATION (DE) NQ  
(NON-SURVIVING CORPORATION)

1. Energy Optics, Inc., prior to the Plan of Merger owned (and owns) 8,000,000 shares of the 10,090,500 issued and outstanding common stock of American Millennium Corporation. Pursuant to the Plan of Merger, Energy Optics, Inc. will acquire the remaining 2,090,500 shares of American Millennium Corporation not currently owned by it. Each share of American Millennium Corporation's common stock shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of Energy Optics, Inc.

Energy Optics, Inc. is the surviving corporation.

- 2a. Energy Optics, Inc. has 12,877,222 shares of its common stock issued and outstanding.
  - b. American Millennium Corporation has 10,090,500 shares of its common stock issued and outstanding, 8,000,000 of which were owned by Energy Optics, Inc.
  - c. A vote of the shareholders of Energy Optics, Inc. is not required by virtue of subsection D of Section 53-14-3 NMSA, 1978.
2. The approval of the shareholders of American Millennium Corporation was obtained in accordance with the provision of Delaware General Corporation Law. The number of shares voted for and against the Plan is as follows:

Number of shares for  
10,090,500

Number of shares against  
0

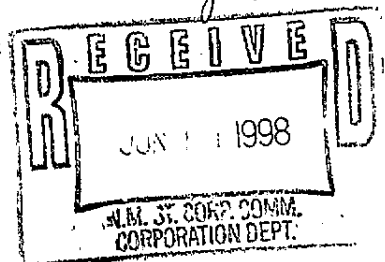
Attest:

Secretary

Energy Optics, Inc.

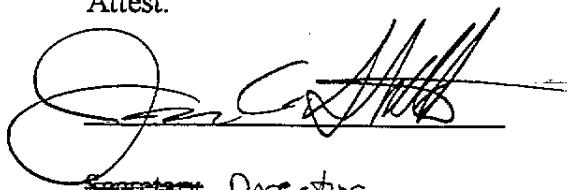
By:

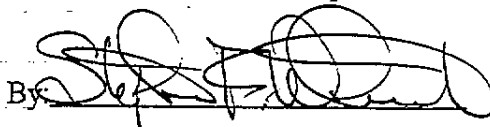
James C. Statham, President



Attest:

American Millennium Corporation

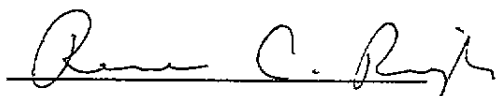
  
Secretary Director

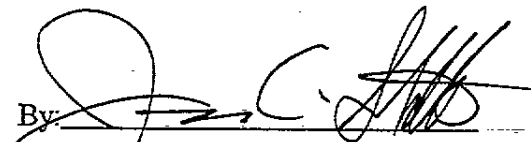
By: 

Stephen F. Watwood, President/Secretary

"Under penalties of perjury, I declare that I have read the forgoing Articles of Merger and that the facts stated therein are true."

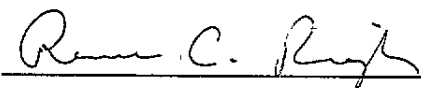
Witness:

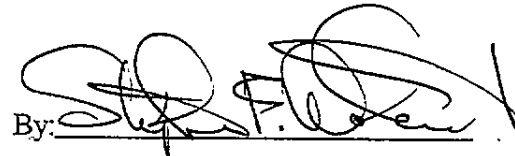


By: 

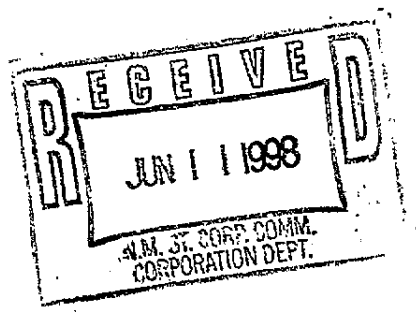
James C. Statham, President  
Energy Optics, Inc.

Witness:



By: 

Stephen F. Watwood, President,  
American Millennium Corporation



**SHORT FORM AGREEMENT  
AND PLAN OF MERGER OF  
AMERICAN MILLENNIUM CORPORATION, A DELAWARE CORPORATION  
INTO ENERGY OPTICS, INC., A NEW MEXICO CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated 5-26-98, made by and among Energy Optics, Inc., a New Mexico corporation ("Parent"), and American Millennium Corporation, a Delaware corporation ("Subsidiary") (collectively the "Constituent Corporations").

**WITNESSETH:**

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger") on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns 8,000,000 shares of Subsidiary's 10,090,500 outstanding shares of Common Stock; and

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent, on the terms and conditions set forth, in accordance with the New Mexico Business Corporation Act, Section 53-14-1 et. seq.; and

WHEREAS, the Board of Directors of Subsidiary has agreed to be "merged" into Parent subject to shareholder "notice" and approval.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I  
THE MERGER**

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Corporation Commission of New Mexico which shall be filed within thirty (30) days after the shareholders of Subsidiary are given notice of and approve the Merger.
2. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of New Mexico.
3. The Plan of Merger has been approved by the Directors of Parent and the Directors of Subsidiary. Notice to and approval of Shareholders of Subsidiary is



being sought in accordance with Delaware General Corporation Law, Section 228.

4. There will be no change to the Articles of Incorporation of Energy Optics, Inc. as a consequence of the Merger.

## ARTICLE II EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary.

## ARTICLE III TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

1. Each share of Subsidiary's common stock (the "Subsidiary Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share(s) of the presently authorized and unissued shares of the common stock of Parent (the "Parent Common Stock"). It is understood that the Common Stock of Parent, to be received by the shareholders of Subsidiary are not "registered" in accordance with the Securities Act of 1933 and are, therefore, subject to restrictions on sale and/or other transfer, and may only be "sold" in accordance with the exemption from registration set forth in Rule 144 promulgated pursuant to the Act unless and until said securities are "registered" or another exemption from the registration requirements of the Act is applicable.

Notwithstanding the foregoing, each share of Subsidiary Common Stock held by Parent shall, by virtue of the Merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the Merger.

2. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Subsidiary.

## ARTICLE IV ASSIGNMENT

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the

title to any property or rights of Subsidiary, or to otherwise carry out the provisions of the Plan, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent.

#### **ARTICLE V EXPENSES**

Parent shall pay all expenses of accomplishing the Merger.

#### **ARTICLE VI TERMINATION**

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their directors, officers, employees, agents, or shareholders.

#### **ARTICLE VII AMENDMENT**

At any time before the filing with the New Mexico Corporation Commission of the Articles of Merger to be filed in connection with this Plan, the Directors of Parent may amend this Plan. If the Articles of Merger already have been filed with the Corporation Commission, amended Articles of Merger shall be filed with the Corporation Commission, but only if such amended Articles of Merger can be filed before the Effective Date.

#### **ARTICLE VIII SERVICE OF PROCESS IN NEW MEXICO**

Energy Optics, Inc. agrees that it may be served with process in the State of New Mexico in any proceeding for the enforcement of any obligations of American Millennium Corporation as well as for enforcement of any obligation of Energy Optics, Inc. arising from the Merger. Energy Optics, Inc. irrevocably appoints the Secretary of State of New Mexico as its agent to accept service of process in such suit or other proceedings. The Secretary of State shall mail such process to Energy Optics, Inc. at 29425 County Road 561, Tavares, Florida 32778.

IN WITNESS WHEREOF, the parties have set their hands this 26<sup>th</sup> day of MAY, 1998.

ATTEST:

PARENT:  
ENERGY OPTICS, INC.  
a New Mexico corporation

By: Ram Ryp

By: [Signature], President/CEO

ATTEST:

SUBSIDIARY:  
AMERICAN MILLENNIUM CORPORATION  
a Delaware corporation

By: Ram Ryp

By: [Signature], President & CEO

STATE OF NEW MEXICO



OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF AMENDMENT

OF

AMERICAN MILLENNIUM CORPORATION, INC.

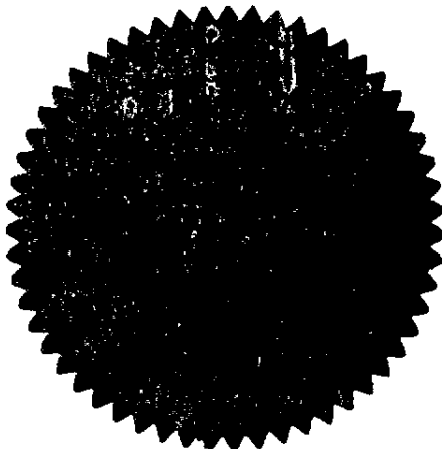
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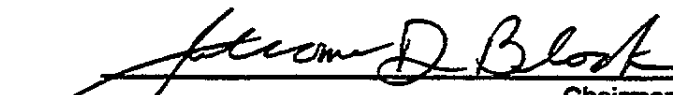
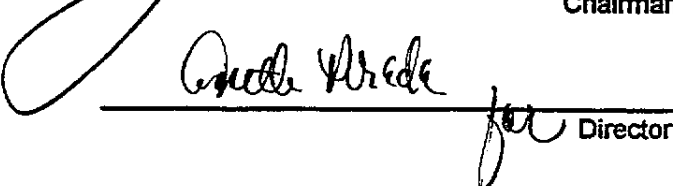
The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

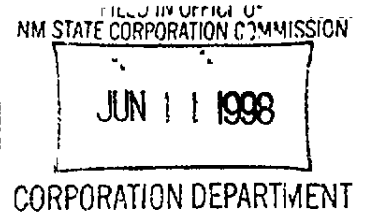
Dated: JUNE 11, 1998

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



  
Chairman  
  
for Director

3164886



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ENERGY OPTICS, INC. 101423-2

B. The name of the corporation is Energy Optics, Inc.

C. The Articles of Incorporation are amended as follows:

- Article One  
Article Four  
Amended
1. The name of the corporation shall be American Millennium Corporation, Inc.
  2. The corporation's authority to issue Common Stock is increased to authorize the issuance of 60,000,000 shares of Common Stock.
  3. The corporation is authorized to issue 10,000,000 shares of Preferred Stock. The Board of Directors is authorized to issue such Preferred Stock in five (5) series, and to establish the number of shares to be included in each series and the preferences, limitations, conversion rights and other relative rights of each series.
  4. The Board of Directors of the corporation shall have the authority to issue options and other rights in the corporation's shares to directors, officers and employees of the Company without offering the same to the Shareholders generally.

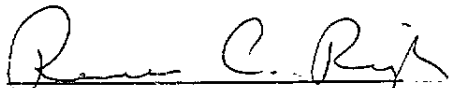
D. The Shareholders of the Company adopted this amendment on May 27, 1998.

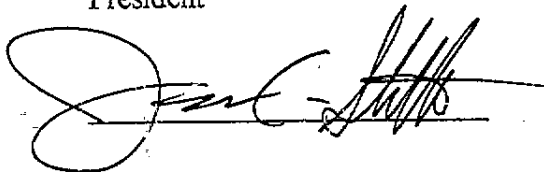
E. The number of shares outstanding and entitled to vote on the within Amendment at the time of adoption was 12,877,222.

F. The number of shares voted in favor of the Amendment was 9,817,530. The number of shares voted against the Amendment was 100.

Attest

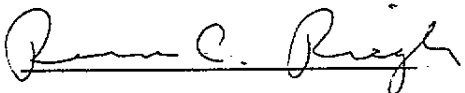
President

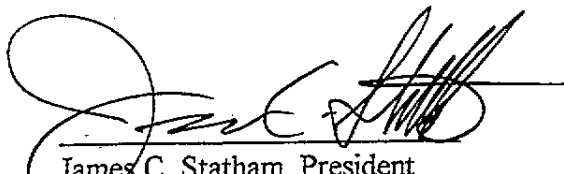
  
Secretary



"Under penalties of perjury, I declare that I have read the forgoing Articles of Amendment to Articles of Incorporation and that the facts stated therein are true."

Witness



  
James C. Statham, President  
Energy Optics, Inc.