

F98000005403

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Millennium Consulting, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

8000002602528--0
-07/30/98--01031--002
*****70.00 *****70.00

Joseph A. McManus, Jr.

(Name of Person)

McManus, Schor, Asmar, & Darden, LLP

(Firm/Company)

1301 Connecticut Avenue, NW, 6th Floor

(Address)

Washington, DC 20036

(City/State/Zip)

W98-17320

Should you need to call someone concerning this matter, please call:

Joseph A. McManus, Jr.

(Name of Person)

at (202) 296-9260

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

9/28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 AM 11:53



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 30, 1998

JOSEPH A. MCMANUS, JR.
MCMANUS, SCHOR, ET AL.
1301 CONNECTICUT AVE NW, 6TH FL
WASHINGTON, DC 20036

SUBJECT: MILLENNIUM CONSULTING, INC.
Ref. Number: W98000017320

We have received your document for MILLENNIUM CONSULTING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 298A00040068

McMANUS, SCHOR, ASMAR & DARDEN, L.L.P.
ATTORNEYS AT LAW

1301 CONNECTICUT AVENUE, N.W.
SIXTH FLOOR
WASHINGTON, D.C. 20036

TELEPHONE (202) 296-9260
FACSIMILE (202) 659-3732
WWW.MSADLAW.COM

September 8, 1998

JOSEPH A. MCMANUS, JR.
LAURENCE SCHOR*
CHARLES M. ASMAR*
ERIC J. DARDEN*
SUSAN L. SCHOR*
BRETT L. ANTONIDES*

*ADMITTED IN MARYLAND
*ADMITTED IN VIRGINIA
*NOT ADMITTED IN DISTRICT OF COLUMBIA

HARISH MIRCHANDANI
BRIAN T. SCHER*
JONATHAN C. CRAMER*
ROBERT I. DAMALOUJI*

Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Subject: Millennium Consulting, Inc.
Ref. Number: W98000017320
Letter Number: 298A00040068

Dear Mr. Collins:

According to your letter dated July 30, 1998 (copy enclosed), Millennium Consulting, Inc. is not available for use in the State of Florida. Therefore, the above-referenced corporation has adopted the alternate name of "Millennium Consultants, Inc." for use in Florida. A check of the Division of Corporations' online records indicates that another corporation had adopted this name, but that corporation was the subject of an administrative dissolution effective September 26, 1997 for failure to file its Annual Report. It is my understanding that the name is, therefore, available for use by another entity, according to the answer to Question No. 4 in the "Frequently Asked Questions" section. The corporate resolution adopting this name for use in Florida is enclosed.

If you have any questions, please contact me.

Sincerely,


Brett L. Antonides

Enclosures

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Eric J. Darden, do hereby certify
(Name)

that this Resolution of the Board of Directors of Millennium Consulting, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of ~~xxxxxx~~ the District of Columbia,

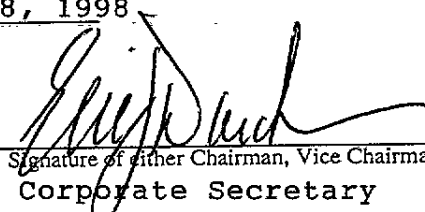
was duly adopted on August 31, 19 98.

Be it resolved, that Millennium Consulting, Inc.,
(Corporate Name)

organized and existing in the ~~State of~~ District of Columbia, hereby adopts the name

Millennium Consultants, Inc. for use in Florida.

Dated: September 8, 1998

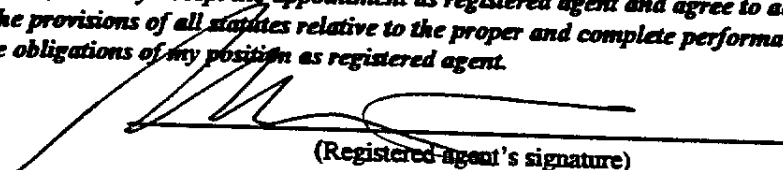

Signature of either Chairman, Vice Chairman or any officer
Corporate Secretary

Eric J. Darden
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 AM 11:53

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Millennium Consulting, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. District of Columbia 3. 52-2107409
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 18, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1301 Connecticut Ave., NW Sixth Floor
Washington DC 20036
(Current mailing address)
8. To Provide consulting services to federal, state, and local governments
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) and non-govern.
entities.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: William J. Kimpton
P.A.
Office Address: Kimpton, Burke, White & Heider/28059 US Highway 19 North Suite 100
Clearwater, Florida, 33761
(Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF
DIVISION OF CORPORATIONS
98 SEP 28 AM 11:00

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Joseph A. McManus, Jr.

Address: 1301 Connecticut Ave., NW Sixth Floor, Washington DC 20036

Vice Chairman: Laurence Schor

Address: 1301 Connecticut Ave., NW, Sixth Floor, Washington, DC 20036

Director: Eric J. Darden

Address: 1301 Connecticut Ave., NW Sixth Floor, Washington DC 20036

Director: Charles M. Asmar

Address: 1301 Connecticut Ave., NW Sixth Floor, Washington DC 20036

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Joseph A. McManus, Jr

Address: 1301 Connecticut Ave., NW Sixth Floor, Washington, DC 20036

Vice President: Laurence Schor

Address: 1301 Connecticut Ave., NW Sixth Floor, Washington, DC 20036

Secretary: Eric J. Darden

Address: 1301 Connecticut Ave., NW Sixth Floor, Washington, DC 20036

Treasurer: Charles M. Asmar

Address: 1301 Connecticut Ave., NW Sixth Floor, Washington, DC 20036

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph A. McManus, Jr., President

(Typed or printed name and capacity of person signing application)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the ***18TH*** day of ***JUNE***, ***1998***, Articles of Incorporation of:

MILLENNIUM CONSULTING, INC.

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this ***23RD*** day of ***JULY*** ***1998***.

Dwight H. Reeves
Interim Director

Patricia A. Montgomery
Administrator
Business Regulation Administration

Patricia E. Grays
Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

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98 SEP 28 AM 11:53