

F990000001838



ACCOUNT NO. : 072100000032

REFERENCE : 195860 4300090

AUTHORIZATION :

Patricia Piquit

COST LIMIT : \$ 78.75

ORDER DATE : April 6, 1999

ORDER TIME : 12:20 PM

ORDER NO. : 195860-005

9000002832089--4

CUSTOMER NO: 4300090

CUSTOMER: Susan A. Palius, Legal Asst.
Baer Marks & Upham LLP
805 Third Avenue
19th Floor
New York, NY 10022

W99-8351

FOREIGN FILINGS

NAME: MILLENIUM CAPITAL GROUP, LTD,

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

FILED
99 APR -7 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 APR -7 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT
Please give original
submission date as file date.

April 7, 1999

CSC
ATTN: CARINA L. DUNLAP

SUBJECT: MILLENNIUM CAPITAL GROUP, LTD., COMPANY
Ref. Number: W99000008351

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 699A00017619

RECEIVED

99 APR -8 AM 9:58

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. Millenium Capital Group, Ltd., Company
(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. Delaware
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. April 5, 1999
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o International Capital Growth, Ltd., 7280 W. Palmetto Park Road, Boca Raton, Fla. 33433
(Current mailing address)
8. All permitted purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Laura R. Auld
(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
99 APR -7 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

Address: _____

Vice Chairman: _____

Address: _____

Director: Alan L. Jacobs

Address: 7280 W. Palmetto Park Road

Boca Raton, Florida 33433

Director: Mark L. Friedman

Address: 618 West Lyon Farm Drive

Greenwich, CT 06831

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

President: ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ Alan L. Jacobs

Address: 7280 W. Palmetto Park Road

Boca Raton, Florida

Vice President: Mark L. Friedman

Address: 618 West Lyon Farm Drive

Greenwich, CT 06831

Secretary: Mark L. Friedman

Address: _____

Treasurer: Michael S. Jacobs

Address: 7280 W. Palmetto Park Road

Boca Raton, Florida 33433

FILED
99 APR -7 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

13. MUR

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

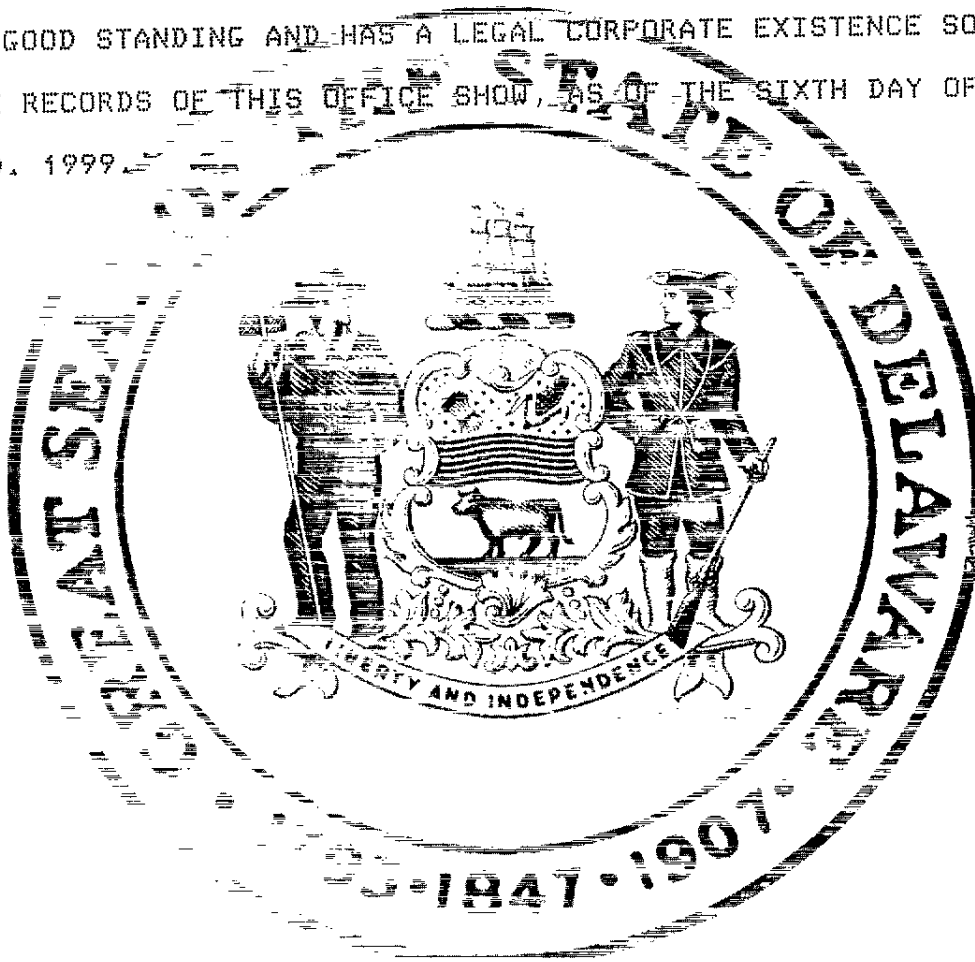
14. Mark L. Friedman, Vice President

(Typed or printed name and capacity of person signing)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLENIUM CAPITAL GROUP, LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF APRIL, A.D. 1999.



FILED

99 APR -7 AM 10:31

SECRETARY OF STATE
HALL ASHESSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3025845 8300

991133948

AUTHENTICATION: 9672067

DATE: 04-06-99