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ACCOUNT NO. : 072100000032

REFERENCE : 620143 9958A

AUTHORIZATION :

Patricia Kye

COST LIMIT : \$ 195.00

ORDER DATE : March 10, 2000

ORDER TIME : 2:53 PM

ORDER NO. : 620143-005

CUSTOMER NO: 9958A

CUSTOMER: Ms. Chris R. Kelly
STROSS LAW FIRM
STROSS LAW FIRM
Suite 351
33920 Us 19 North
Palm Harbor, FL 34684

FILED
00 MAR 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MILLENIA COLLECTION
VENTURES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
00 MAR 10 PM 4:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
XX (2) CERTIFICATE OF GOOD STANDING

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CONTACT PERSON: Erika Carlson

100-2772

Name	EXAMINER'S INITIALS
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

Prepared by:
Andrew E. Plesko
Christoffel & Elliott, P.A.
1111 Piper Jaffray Plaza
444 Cedar Street
St. Paul, MN 55101

FILED
00 MAR 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MILLENNIA COLLECTION VENTURES, LLC**

The undersigned, being a Member and the Organizer of Millenia Collection Ventures, LLC (the "Company") hereby being formed under Chapter 608, Florida Statutes, hereby files the following Articles of Organization for the Company:

FIRST: The name of the Company is:

Millenia Collection Ventures, LLC

SECOND: The latest date on which the Company is to dissolve is December 31, 2035.

THIRD: The Company is organized to engage in and do any lawful act concerning any lawful business for which a limited liability company may be organized in accordance with Florida law, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The street address of the initial registered office of the Company in Florida is 33920 U.S. Highway 19 N., Suite 351, Palm Harbor, Florida 34684, and the name of the initial registered agent of the Company in Florida at that address is Howard C. Stross.

FIFTH: The principal place of business of the Company is 5300 N. Powerline Road, Suite 207, Ft. Lauderdale, Florida 33309, and the mailing address of the Company is the same.

SIXTH: The Company is to be managed by a Managing Member. The name and address of the initial Managing Member is: E. J. Plesko, having an address at 6515 Grand Teton Plaza, Suite 300, Madison, Wisconsin 53719.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Company, as capital, by the Members is \$400,300.00. The allocations and distributions of the Company shall be made in proportion to the Members' Percentage Interests, as set forth in the Operating Agreement.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may be agreed by the Members, in accordance with the terms and conditions of the Operating Agreement of the Company.


NINTH: The existing Members shall have the right to admit additional Members to the Company, by the unanimous vote or consent of the Members, in accordance with the terms and conditions of the Operating Agreement of the Company.

TENTH: The remaining Members of the Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event, as defined in the Operating Agreement), may continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ELEVENTH: None of the Members of the Company are liable for payment of any debt, obligation or other liability of the Company.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles Of Organization on March 8th, 2000.


In the presence of:


print name:
Stacy Schutz



E. J. PLESKO, Member and Organizer

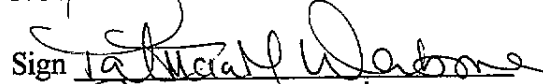
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00 MAR 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


print name:
Kristin Helgeson - Krieg

STATE OF WISCONSIN
COUNTY OF DANE

The foregoing instrument was acknowledged before me this 8th day of March, 2000, by E. J. PLESKO, as a Member and the Organizer of Millenia Collection Ventures, LLC, on behalf of the company, who is personally known to me (or who has produced _____ as identification).

NOTARY PUBLIC:

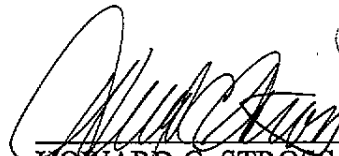
Sign 
Print PATRICIA M. WENSBURG
My Commission Expires: 2-18-2001

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, having been named as Registered Agent for Millenia Collection Ventures, LLC hereby voluntarily consent to serve as Registered Agent for Millenia Collection Ventures, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in chapter 608, Florida Statutes, and I hereby accept those duties and responsibilities.

Dated: March 8, 2000.



HOWARD C. STROSS

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FILED
00 MAR 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA