

MILLENNIUM

L010000001336

January 29, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Merger of Millennium Market Strategies, LLC (GA) with and into
Millennium Market Strategies, LLC (FL)**

Dear Sir:

Please find enclosed the fully-executed Articles of Merger with Plan of Merger attached for the merger of Millennium Market Strategies, LLC, a Florida limited liability company with and into Millennium Market Strategies, LLC, a Florida limited liability company. Please send one stamped copy to:

Sean J. Coleman
c/o Millennium Settlements
6095 Lake Forrest Drive,
Suite 260
Atlanta, GA 30328

10000363331--7
-02/05/01--01105--002
*****50.00 *****50.00

L01-1336

The filing fee and certified copy fee of \$50 is enclosed. Please do not hesitate to call me at 404-851-1700 with any questions. Thank you for your assistance.

Sincerely,



Sean J. Coleman
Chief Administrative Officer and General Counsel

FILED
01 FEB 21 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52

MILLENNIUM SETTLEMENTS

P.O. Box 28760 ATLANTA, GA 30358

(800) 872-7271 (404) 851-1700 (404) 851-9053 FAX

WWW.MILLENNIUMSETTLEMENTS.COM

SECURITIES OFFERED THROUGH FIRST ALLIED SECURITIES, INC. MEMBER NASD/SIPC

ARTICLES OF MERGER
Merger Sheet

MERGING:

MILLENNIUM MARKET STRATEGIES, LLC, a Georgia entity

into

MILLENNIUM MARKET STRATEGIES, LLC, a Florida entity L01000001336

File date: February 21, 2001

Corporate Specialist: Shawn Logan



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 7, 2001

SEAN J. COLEMAN
MILLENNIUM SETTLEMENT
P.O. BOX 28760
ATLANTA, GA 30358

SUBJECT: MILLENNIUM MARKET STRATEGIES, LLC
Ref. Number: L01000001336

We have received your document for MILLENNIUM MARKET STRATEGIES, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Any reference to these entities being corporations must be changed within the document.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 101A00007545

FILED
01 FEB 21 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MILLENNIUM MARKET STRATEGIES, LLC
WITH AND INTO
MILLENNIUM MARKET STRATEGIES, LLC

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 608.4382 F.S.

The undersigned DO HEREBY CERTIFY:

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of the Merging Entity is as follows:

Name and Street Address:
Millennium Market Strategies, LLC
6095 Lake Forrest Drive
Suite 260
Atlanta, Georgia 30328

Jurisdiction
Georgia

Entity Type
Limited Liability Company

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the Surviving Entity is as follows:

Name and Street Address:
Millennium Market Strategies, LLC
3522 Thomasville Road
Suite 301
Tallahassee, Florida 32308

201000001336

Jurisdiction
Florida

Entity Type
Limited Liability Company

FILED
01 FEB 21 PM 1:34
TALLAHASSEE, FLORIDA

THIRD: The Plan of Merger is attached hereto.

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: That the Plan of Merger meets the requirements of Section 608.438, Florida Statutes and has been approved, adopted, certified, executed and acknowledged by each domestic limited liability company which is a party to the merger in accordance with the requirements of Chapter 608, Florida Statutes.

SIXTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the surviving entity, on request and without cost, to any member of any of the parties to the merger.

EIGHTH: That the merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of any limited liability company that is a party to the merger.

NINTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Articles of Merger as of the 29th day of January 2001.

MILLENNIUM MARKET STRATEGIES, LLC
(GA)



By: Sean J. Coleman
Its: Authorized Representatives

MILLENNIUM MARKET STRATEGIES, LLC
(FL)



By: Sean J. Coleman
Its: Authorized Representative

FILED
01 FEB 21 PM 1:35
SECOND FLORIDA
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") is dated this 29th day of January, 2001, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, and O.C.G.A. 14-11-903 is between Millennium Market Strategies, LLC, a Georgia limited liability company (the "Merging Entity") and Millennium Market Strategies, LLC, a Florida limited liability company (the "Surviving Entity") and is being submitted in accordance with Section 608.438, Florida Statutes.

WITNESSETH:

WHEREAS, the Merging Entity desires to merge with and into the Surviving Entity; and

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby set forth the terms and conditions of said merger (the "Merger") and mode of carrying the same into effect as follows:

FIRST: That the name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>STATE OF DOMICILE AND JURISDICTION</u>
MILLENNIUM MARKET STRATEGIES, LLC	Florida

SECOND: That the name and jurisdiction of the Merging Entity is as follows:

<u>NAME</u>	<u>STATE OF DOMICILE AND JURISDICTION</u>
MILLENNIUM MARKET STRATEGIES, LLC.	Georgia

THIRD: The Merging Entity shall merge with and into the Surviving Entity, which shall be the surviving corporation when the Merger takes place and which shall continue to exist as said surviving corporation under the name Millennium Market Strategies, LLC. The separate existence of the Merging Entity shall cease when the Merger takes effect.

FOURTH: The Articles of Organization of the Surviving Entity, as is in effect on the date of the Merger, shall continue in full force and effect as the Articles of Organization of the Surviving Entity until amended and changed in the manner prescribed by the jurisdiction of organization of the Surviving Entity.

FIFTH: The manner and basis of converting the membership interests of each entity into interests, obligations or other securities of the surviving entity, in whole or in part, into cash or

other property and the manner and basis of converting rights to acquire membership interests of each entity into rights to acquire membership interests, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The outstanding membership interests of the Merging Entity shall be cancelled without consideration.

SIXTH: The terms and conditions of the merger are as follows:

(a) The manager and officers of the Surviving Entity in office on the date of the Merger shall continue in office until their respective successors shall have been duly elected and qualified or until their tenure is otherwise terminated.

(b) The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH: In the event that the Agreement of Merger shall have been approved by the members entitled to vote of the Merging Entity and the Surviving Entity in the manner prescribed by the provisions of the Georgia Limited Liability Company Act and the Florida Business Corporation Act, the Merging Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

EIGHTH: The manager and the proper officers of the Merging Entity and the manager and the proper officers of the Surviving Entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things and to make, execute, deliver file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

NINTH: The name and address of the manager of the Surviving Entity are as follows:

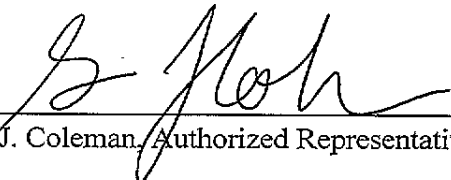
Charles S. Bradford
6095 Lake Forrest Drive
Suite 260
Atlanta, Georgia 30328

FILED
01 FEB 21 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Agreement as of the 29th day of January, 2001.

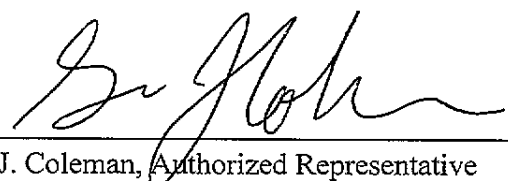
"Merging Entity"

MILLENNIUM MARKET STRATEGIES, LLC
(GA)

By 
Sean J. Coleman, Authorized Representative

"Surviving Entity"

MILLENNIUM MARKET STRATEGIES, LLC
(FL)

By 
Sean J. Coleman, Authorized Representative

FILED
01 FEB 21 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA