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Fax Number : (850)205-0383

From: Account Name : GARY, DYTRYCH & RYAN, P.A.
Account Number : I19990000255
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Fax Number : (561)844-2388

LIMITED LIABILITY COMPANY

Millennium Development, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

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FOR

MILLENNIUM DEVELOPMENT, LLC.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be MILLENNIUM DEVELOPMENT, LLC
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing address and the street address of the company is 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Lawrence W. Smith, 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408.
5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.
6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

7. Management of Company. The management of the Company is reserved to one or more managers. The names and addresses of the Managers, who shall serve until the first annual meeting of members or until their successor is elected and qualified, is:

<u>Names</u>	<u>Addresses</u>
John Staluppi	c/o Gary, Dytrych & Ryan, P.A. 701 U.S. Highway One, Suite 402 North Palm Beach, FL 33408

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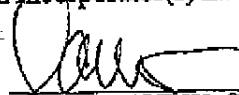
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8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

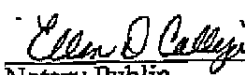
IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 26th day of April, 2002.


LAWRENCE W. SMITH, Authorized
Representative

STATE OF Florida
COUNTY OF Palm Beach

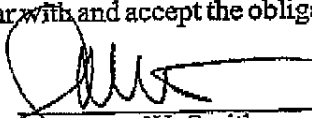
The foregoing instrument was acknowledged before me this 26th day of April, 2002, by Lawrence W. Smith who is personally known to me, or who has produced _____ as identification.

OFFICIAL NOTARY SEAL
ELLEN D CALLEJA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC336722
MY COMMISSION EXP. JUNE 7, 2003


Notary Public
State of Florida

REGISTERED AGENT ACCEPTANCE

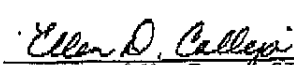
Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Lawrence W. Smith

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of April, 2002, by Lawrence W. Smith, who is personally known to me or who has produced _____ as identification.

OFFICIAL NOTARY SEAL
ELLEN D CALLEJA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC336722
MY COMMISSION EXP. JUNE 7, 2003


Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA