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TALLAHASSEE, FL 32301
(904) 222-0111
(904) 222-0111 FAX

800-342-0086



19600000164

ACCOUNT NO. : 072100000000

REFERENCE : 030096 150152A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 0, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 030096

CUSTOMER NO: 150152A

CUSTOMER: Mr. Harold O. Miller
MR. HAROLD O. MILLER

Suite 250
400 South Tamiami Trail
Venice, FL 34205

500001711855
-02/09/96--01094--012
***285.00 ***285.00

FILED
96 FEB -8 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GLOBAL MILLIONAIRE DEVELOPMENT
L.C.

EFFECTIVE DATE:

XX ARTICLES OF L.C.
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS: T. BROWN FEB - 8 1996

RECEIVED
96 FEB -8 AM 11:17
DIVISION OF CORPORATION

FILED
96 FEB -8 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLOBAL MILLIONAIRE DEVELOPMENT, L.C.
ARTICLES OF ORGANIZATION
A LIMITED LIABILITY COMPANY

Article 1 NAME

The name of this limited liability company will be:

GLOBAL MILLIONAIRE DEVELOPMENT, L.C.

Article 2 DURATION

This limited liability company shall exist for a period of 29 years and 360 days from the date of its filing with the Department of State of Florida.

Article 3 PURPOSE

This limited liability company shall transact any or all lawful activities or business permitted under the Laws of The United States, the State of Florida, or any other state, county, territory, or nation.

Article 4 ADDRESS AND REGISTERED AGENT

The address of the place of business of this limited liability company shall be:

Harold O. Miller, Registered Agent
400 South Tamiami Trail, Suite 250
Venice, Florida 34285

Article 5 CONTRIBUTION

The initial amount to be contributed to the limited liability company shall not exceed \$100,000.00. Additional contributions in cash and other assets may be made during the lifetime of the company.

Article 6 ADDITIONAL MEMBERS

The then existing members shall have the right by a majority vote of the existing members to admit new members. The terms under which new members are admitted will be determined by a simple majority vote of the members.

Article 7 TERMINATION OF MEMBERS

A member may terminate his or her membership in the limited liability company by providing to the manager of the company a letter in which the member indicates their desire to terminate his or her membership in the company. The value of the terminating member's membership in the limited liability company shall be determined by a CPA chosen by the member and the company. If agreement as to valuation is disputed, the parties agree to submit this question to binding arbitration in accordance with the rules of the American Arbitration Association. The termination of a member in the limited liability company shall not affect the continuation of the company. Upon the death of a member of the limited liability company the company shall purchase the deceased member's membership for a fair market value.

Article 8 INITIAL MEMBERS

The initial members of this limited liability company shall be:

Consulting Marketing Services, Inc.
18 Delaport Point
Nassau, Bahamas

Harold O. Miller
400 S. Tamiami Trail
Venice, Florida 34285

Article 9 MANAGEMENT

The members of the company shall elect an individual or organization as the management of the company. Such election shall require a simple majority vote of the members of the company. The members shall have the right to terminate the management of the company by a simple majority vote. The initial manager of this limited liability company shall be:

Richard C. Ernst
5259 West Oakridge Road
Orlando, Florida 32819

In witness whereof the undersigned are the organizers of this limited liability company and have executed these Articles of Organization on this 6th day of February, 1996.

Signature of member:

by:

[Signature]
Authorized Representative

STATE OF FLORIDA
COUNTY OF SARASOTA

Mar The foregoing instrument was acknowledged and sworn to before me this 7th day of ~~December, 1995~~
February, 1996

[Signature]
Notary Public

My commission expires: Nov. 28, 1997

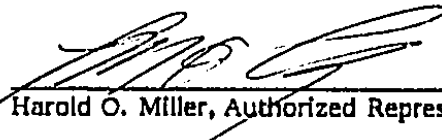


THERESA J. SWEESY
My Commission CC332675
Expires Nov. 28, 1997
Bonded by ANB
800-632-5578

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GLOBAL MILLIONAIRE DEVELOPMENT, L.C. Deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by members is \$1,000. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$2,000. This total includes amounts from 2 and 3 above.


Harold O. Miller, Authorized Representative

Signature of a member or authorized representative of a member: (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 FEB -8 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the limited liability company is GLOBAL MILLIONAIRE DEVELOPMENT, L.C.
2. The name and address of the registered agent and office is:

Harold O. Miller, Registered Agent
400 South Tamiami Trail, Suite 250
Venice, Florida 34285


Harold O. Miller, Registered Agent


GLOBAL MILLIONAIRE DEVELOPMENT, L.C.
By Authorized Representative

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of 607.325, Florida Statutes.

Signature 

Date 2.6.96

L9600000/64

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1997

GLOBAL MILLIONAIRE DEVELOPMENT, L.C.
% HAROLD O. MILLER
400 SOUTH TAMiami TRAIL, SUITE 250
VENICE, FL 34285

SUBJECT: GLOBAL MILLIONAIRE DEVELOPMENT, L.C.
Ref. Number: L9600000164

Sections 608.4481 and 608.513, Florida Statutes, requires us to give at least 60 days notice of our intent to administratively dissolve a Florida limited liability company or revoke the authority to transact business of a foreign limited liability company for failure to file the annual report and pay the filing fee. This will serve as your notice that if payment of \$227.50 is not received within the 60 day period, your limited liability company will be administratively dissolved or revoked and a reinstatement fee of an additional \$500 will be imposed.

Please send your response to:

Division of Corporations
Attn: Pat Bailey
P.O. Box 6327
Tallahassee, FL 32314

- If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 697A00030536

L96000000/64

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-07/10/97--01003--004
*****212.50 *****212.50

July 9, 1997

500002234455--5
-07/10/97--01003--005
*****25.00 *****25.00

REPLACEMENT FEE 1997

ANNUAL REPORT: GLOBAL MILLIONAIRE
DEVELOPMENT, L.C.

DEBIT MEMO: # 73979-F

CHECK #: 1009