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KEITH H. PARK

PLEASE REPLY TO:  
POST OFFICE BOX 3563  
WEST PALM BEACH, FL 33402

VIA OVERNIGHT DELIVERY

February 26, 1998

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-03/02/98--01116--002  
\*\*\*\*337.50 \*\*\*\*337.50

Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

Re: Millennium Computer Services of the Palm Beaches, Inc.  
Our File No.: 2664.2

Dear Sir or Madam:

I am enclosing herewith for filing the original and one copy of the following executed documents: Articles of Organization; Statement Designating Registered Agent and Office; and Affidavit of Membership and Contributions for the above-referenced Florida limited liability company. Also enclosed is this firm's check payable to your order in the amount of \$337.50 representing the following:

Filing Fee for Articles of Organization	\$285.00
Certified copy of Certificate and Articles of Organization	\$ 52.50
TOTAL	<u>\$337.50</u>

When the Certificate and Articles of Organization are filed, I would appreciate your returning a certified copy to this office. Thank you for your assistance in this matter.

Very truly yours,

*[Signature]*

Keith H. Park

KHP/llk  
Enclosures  
cc: Mr. Robert Farriss

L98-276

Name	AL 35
Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verity	

## **ARTICLES OF ORGANIZATION**

**OF**

### **MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C.**

The undersigned, as authorized member, certifies that ROBERT S. FARRISS and ANNE N. FARRISS, have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

#### **ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C., and its principal office shall be located at 11300 U.S. Highway 1, Suite 400, in the Village of North Palm Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### **ARTICLE II PURPOSE**

The purpose of the limited liability company is to engage in any activities and business permitted under the laws of the United States and Florida.

#### **ARTICLE III EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company. By unanimous agreement, the members of this limited liability company may adopt, alter, amend or repeal regulations of the company.

FILED  
MAR - 2 PM 4:30  
CLERK OF STATE  
TALLAHASSEE

**ARTICLE IV  
MANAGEMENT**

Management of this limited liability company is reserved to its members in equal shares, whose names and addresses are as follows:

Robert S. Farriss  
11300 U.S. Highway 1  
Suite 400  
North Palm Beach, Florida 33408

Anne N. Farriss  
11300 U.S. Highway 1  
Suite 400  
North Palm Beach, Florida 33408

**ARTICLE V  
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI  
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$0 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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SECRETARY OF STATE  
FLORIDA

**ARTICLE VII  
PROFITS AND LOSSES**

a. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members from time to time as unanimously agreed by the members.

b. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII  
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 11300 U.S. Highway 1, Suite 400, Village of North Palm Beach, County of Palm Beach, State of Florida and the name of the company's initial registered agent at that address is Robert S. Farriss.

The undersigned, being the authorized member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Millennium Computer Services of the Palm Beaches, L.C.

Executed by the undersigned at West Palm Beach, County of Palm Beach, State of Florida, on Feb. 26, 1998.

  
Robert S. Farriss

FILED  
98 MAR -2 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF PALM BEACH            )

Pursuant to the provisions of §608.415 and §608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C.

2. The name of the registered agent for MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C., is Robert S. Farriss and the street address of the company's principal office where the agent is located is 11300 U.S. Highway 1, Suite 400, North Palm Beach, Florida 33408.

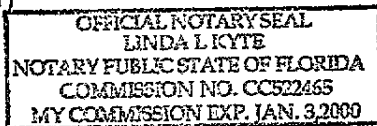
This statement is to acknowledge that, as indicated above, MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C. has appointed me, ROBERT S. FARRISS, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered 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.

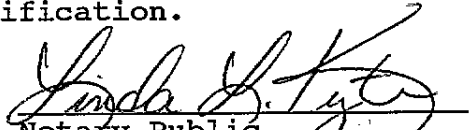
Dated Feb. 26, 1998.

  
Robert S. Farriss

The foregoing instrument was acknowledged before me this            day of February, 1998 by ROBERT S. FARRISS, on behalf of MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C., a limited liability company. He is personally known to me or has produced            as identification.

(NP SEAL)



  
Notary Public  
Linda L. Kyte  
Printed Name

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98 MAR -2 PM 4:30  
CLERK OF THE STATE  
OF FLORIDA

**AFFIDAVIT**

STATE OF FLORIDA           )  
                                  ) SS  
COUNTY OF PALM BEACH    )

In compliance with F.S. §608.407(2), the undersigned member or authorized representative of MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$0.

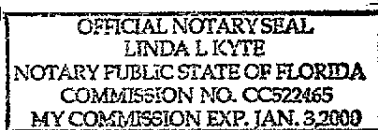
3. If any, the agreed value of property other than cash contributed by the members is \$0.

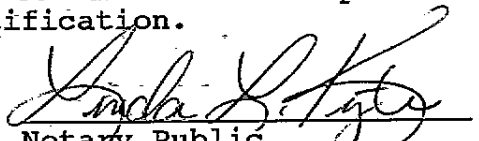
4. The total amount of cash or property anticipated to be contributed by the members is \$0. This total includes the amounts from paragraphs 2 and 3 above.

  
Robert S. Farriss

The foregoing instrument was acknowledged before me this 26th day of February, 1998 by ROBERT S. FARRISS, on behalf of MILLENNIUM COMPUTER SERVICES OF THE PALM BEACHES, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NP SEAL)



  
Notary Public  
Linda L. Kyte  
Printed Name

FILED  
08 MAR -2 PM 4:30  
SECRETARY OF STATE  
FLORIDA