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THE UNITED STATES
CORPORATION
COMPANY

00167 Prop.?
00789-02544 00524-00671

ACCOUNT NO. : 072100000032

REFERENCE : 019190 10463A

W48-24897

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 337.50

ORDER DATE : November 3, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 019190-010

CUSTOMER NO: 10463A

400002679114--1

CUSTOMER: Ms. Larissa K. Lincoln
COHEN NORRIS SCHERER
COHEN NORRIS SCHERER
Suite 400
712 U.s. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: MILLENNIUM DEVELOPMENT, L.L.C.

EFFECTIVE DATE: ____

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS
98 NOV 3 PM 1:57

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98 NOV 3 AM 11:21
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1998

CSC CORPORATION COMPANY

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MILLENNIUM DEVELOPMENT, L.L.C.
Ref. Number: W98000024897

We have received your document for MILLENNIUM DEVELOPMENT, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please give the agreed value and a description of any property that has been contributed on the affidavit. If no property has been contributed state that.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 098A00053597

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98 DEC -1 PM 1:12
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION OF
MILLENNIUM DEVELOPMENT OF TITUSVILLE, L.L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is MILLENNIUM DEVELOPMENT OF TITUSVILLE, L.L.C.

ARTICLE II

This limited liability company shall have perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated as provided in the Operating Agreement.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 712 U.S. Highway One, Ste 400, North Palm Beach, Florida 33408. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is DAVID B. NORRIS, 712 U.S. Highway One, Ste 400, North Palm Beach, Florida 33408.

ARTICLE V

The management of this limited liability company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Operating Agreement. The name and mailing address of the manager is DOUGLAS MAC DONALD, 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the manager.

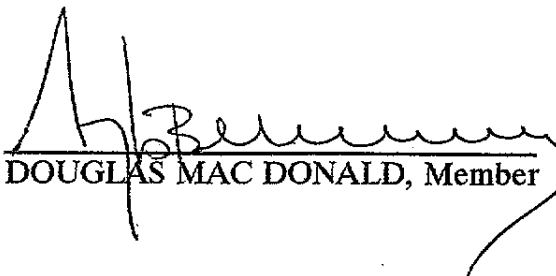
ARTICLE VII

The business of this limited liability company shall be dissolved on the death,

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 this limited liability company, unless all the managers and a majority in interest of the remaining members consent to the continuation of the business of the limited liability company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company.

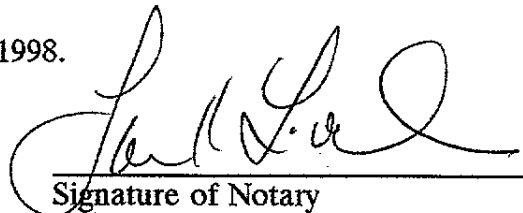
IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 2nd day of November, 1998.


DOUGLAS MAC DONALD, Member

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of November, 1998, by DOUGLAS MAC DONALD, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 2nd day of November, 1998.



Signature of Notary
Printed Name:
My Commission Expires:
My Commission Number:

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.061 and Chapter 608.407 Florida Statutes, the following is submitted:

That MILLENNIUM DEVELOPMENT OF TITUSVILLE, L.L.C., a Florida Limited liability company, with its registered office at 712 U.S. Highway One, Ste 400, North Palm Beach, Florida 33408, has named DAVID B. NORRIS, at the above address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By: 

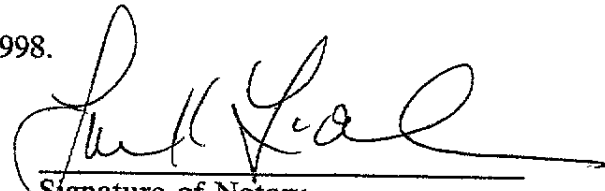
DAVID B. NORRIS,
Registered Agent

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of November, 1998, by DAVID B. NORRIS, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 2nd day of November, 1998.


Signature of Notary

Printed Name:

My Commission Expires:

My Commission Number:

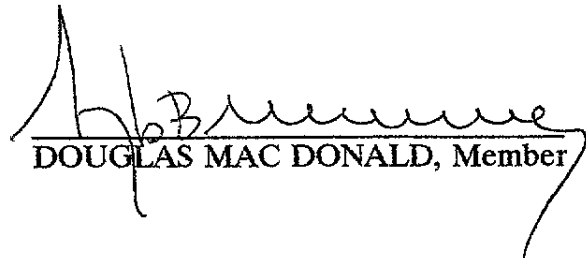
AFFIDAVIT OF
MILLENNIUM DEVELOPMENT OF TITUSVILLE, L.L.C.

COMES NOW, MILLENNIUM DEVELOPMENT OF TITUSVILLE, L.L.C., a Florida Limited liability company (the "LLC"), by the sole member, DOUGLAS MAC DONALD, which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LLC has one member.
2. The amount of capital contributions of the sole member is one hundred dollars (\$100).
3. The anticipated amount of the capital contributions of the sole member is one thousand dollars (\$1,000) cash and property with a value of zero dollars (\$0) for a total anticipated amount of one thousand dollars (\$1,000). No property has been contributed.

FURTHER AFFIANT SAYETH NOT.


Dated: November 2nd, 1998.


DOUGLAS MAC DONALD, Member

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of November, 1998, by DOUGLAS MAC DONALD, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 2nd day of November, 1998.



Signature of Notary
Printed Name:
My Commission Expires:
My Commission Number: