

Division of Corporations

L99000002237

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ATTN: CATHY A. MITCHELL

Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4003

From: Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
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COMMENTS: PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY, APRIL 19, 1999. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.
Gail S. Andre Direct Dial (407) 418-6203

LIMITED LIABILITY COMPANY

MILLENNIUM ONE INVESTMENT GROUP, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 1999

DARRELL D. GARVEY, ESQUIRE
LOWNDES, DROSDICK, DOSTER, KANTOR ET AL
ORLANDO, FL 32802-2809

SUBJECT: MILLENNIUM ONE INVESTMENT GROUP, L.L.C.
REF: W99000009242

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DIVISION OF CORPORATIONS

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H99000009098
Letter Number: 199A00020175

ARTICLES OF ORGANIZATION

OF

MILLENNIUM ONE INVESTMENT GROUP, L.L.C.

ARTICLE I - NAME

The name of this limited liability company is MILLENNIUM ONE INVESTMENT GROUP, L.L.C. (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be 5649 Kalmia Drive, Orlando, Florida 32807.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 5649 Kalmia Drive, Orlando, Florida 32807, and the name of the initial registered agent of the Company at that address is Charles D. Levering.

ARTICLE V - MANAGEMENT

Management of the Company is reserved to the Members and shall be carried out in accordance with the provisions of the Company's Regulations and Operating Agreement. The Company does not have any managers or managing members. The name and address of the sole member of the Company is:

Charles D. Levering 5649 Kalmia Drive
Orlando, Florida 32807

ARTICLE VII - REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company shall be conducted in accordance with the Regulations and Operating Agreement of the Company adopted by the Members, as the same may be amended, from time to time, in accordance with the terms thereof.

This document was prepared by:

Darrell D. Garvey, Esquire

Florida Bar Number: 959979

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members on such terms and conditions as shall be approved by a majority in interest of the Members.

ARTICLE IX - CONTINUATION

The remaining Members of the Company have the right to continue the business in the event of the death, 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 the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 16th day of April, 1999.


Charles D. Levering, Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is MILLENNIUM ONE INVESTMENT GROUP, L.L.C.

2. The name and Florida street address of the registered agent and office are:

Charles D. Levering
5649 Kalmia Drive
Orlando, Florida 32807


Charles D. Levering, Member

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.


Charles D. Levering

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of MILLENNIUM ONE INVESTMENT GROUP, L.L.C. deposes and says:

1. MILLENNIUM ONE INVESTMENT GROUP, L.L.C., a Florida limited liability company (the "Company") has at least one (1) member.
2. The total amount of cash contributed by the Members of the Company is \$65,000.00.
3. The Members have not contributed property other than cash to the Company.
4. The total amount of cash or property anticipated to be contributed by the Members of the Company is \$-0-.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$65,000.00.


Charles D. Levering, 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).

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