

L99000002949

Rhonda M. Castanon
Attorney at Law

May 14, 1999

CERTIFIED MAIL

Secretary of State
Corporations Division
Capitol Building
Tallahassee, FL 32304

000002880670--1--
-05/20/99-01013-005
****337.50 - ****337.50

Dear Sir:

Re: Third Millennium Leasing L.L.C.

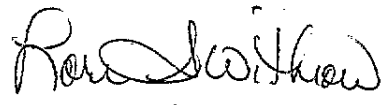
I enclose original and one duplicate copy of the Articles of Organization of Third Millennium Leasing L.L.C.

I am enclosing check payable to your order in the amount of \$337.50 to cover the following:

- | | |
|------------------------------------|-----------------|
| 1. Filing of Articles | \$250.00 |
| 2. Certified Copy | 52.50 |
| 3. Designation of Registered Agent | 35.00 |
| | <u>\$337.50</u> |

Thank you.

Yours very truly,



Lori A. Withrow
Paralegal

FILED
SECRETARY OF STATE
DIVISION
99 MAY 20 AM 8:59

mt
5/24

**ARTICLES OF ORGANIZATION
OF
THIRD MILLENNIUM LEASING COMPANY, L.L.C.**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

THIRD MILLENNIUM LEASING COMPANY, L.L.C.

SECOND: The latest date on which the Limited Liability Company is to dissolve is May 4, 2050.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The street address of the initial registered office of the Limited Liability Company in Florida is 1250 W. Eau Gallie Blvd., Ste. J, Melbourne, Florida 32935, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Richard O. Jones.

FIFTH: The mailing address and principal office of the Limited Liability Company is 1651 Seabury Point Road, Palm Bay, Florida 32907.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: **SECOND MILLENNIUM MANUFACTURING CORPORATION**, a Florida corporation, having an address at 1651 Seabury Point Road, Palm Bay, Florida 32907

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$7,500.00 dollars. Each of the Members contributed the amount set forth below:

FILED
SECRETARY OF STATE
DIVISION
MAY 20 9 15 AM '06

918-162006

SECOND MILLENNIUM MANUFACTURING CORPORATION -- \$6,000.00

John Voelkel -- \$750.00

Susan Voelkel -- \$750.00

The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

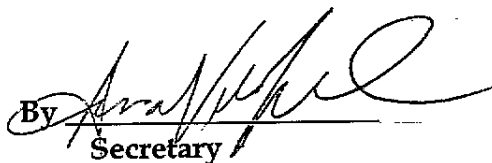
NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

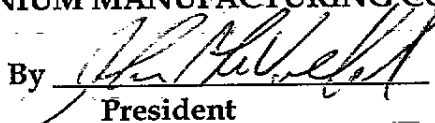
TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on May 7, 1999.

SECOND MILLENNIUM MANUFACTURING CORPORATION

ATTEST:

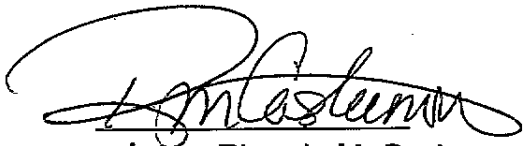
By 
Secretary


By 
President

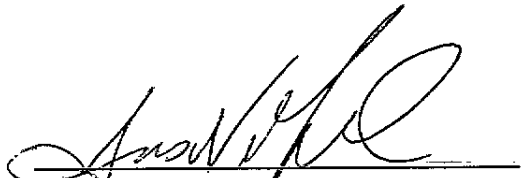
FILED
SECRETARY OF STATE
MAY 20 AM 8:59
1999

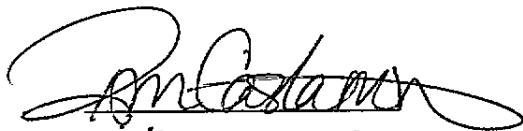
In the presence of:

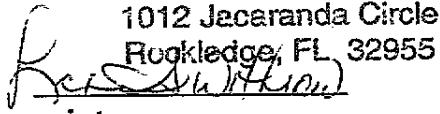

John Voelkel


print: Rhonda M. Castanon
1012 Jacaranda Circle
Rockledge, FL 32955


print: Lori A. Withrow
1153 Guy Court
Palm Bay, FL 32907


Susan Voelkel

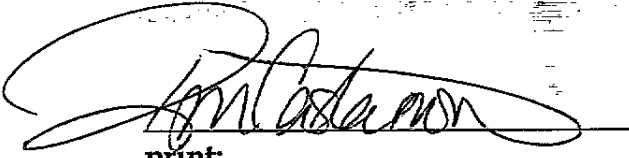


print: Rhonda M. Castanon
1012 Jacaranda Circle
Rockledge, FL 32955



print: Lori A. Withrow
1153 Guy Court
Palm Bay, FL 32907

FILED
SECRETARY OF STATE
DIVISION OF
99 MAY 20 AM 8:59

STATE OF FLORIDA, COUNTY OF BREVARD, ss.

The foregoing instrument was acknowledged before me on the 7th day of May, 1999, by JOHN VOELKEL, to me known, who being duly sworn, did depose and say and did acknowledge that he is the President of SECOND MILLENNIUM MANUFACTURING CORPORATION, the corporation described in and which executed the foregoing Articles of Organization; that he knows the seal of said corporation; that the seal affixed to said Articles of Organization is such corporate seal; that it was so affixed by the order of the board of directors of the said corporation; and that he signed his name thereto by like order.

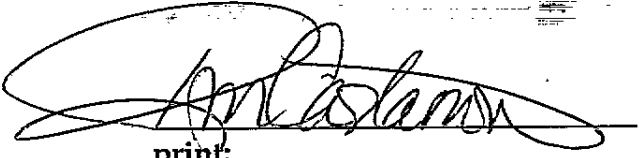


print:
 R M Castanon
My Commission CC662633
Expires July 9, 2001

Notary Public
My commission expires  R M Castanon
My Commission
Expires July 9, 2001

Personally Known OR Produced Identification
Type of Identification Produced:

STATE OF FLORIDA, COUNTY OF BREVARD, ss.

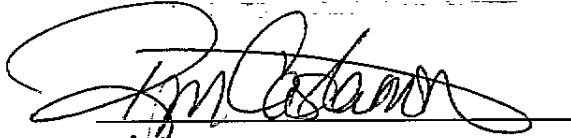
The foregoing instrument was acknowledged before me on the 7th day of May, 1999, by John Voelkel.


print:
Notary Public
My commission expires  R M Castanon
My Commission CC662633
Expires July 9, 2001

Personally Known OR Produced Identification
Type of Identification Produced:

STATE OF FLORIDA, COUNTY OF BREVARD, ss.

The foregoing instrument was acknowledged before me on the 7th day of May, 1999, by Susan Voelkel.



print:

Notary Public

My commission expires on

Personally Known / OR Produced Identification
Type of Identification Produced:



R M Castanon
My Commission CC662633
Expires July 9, 2001

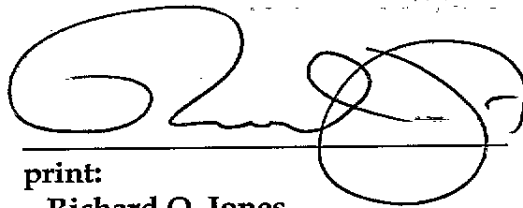
FILED
SECRETARY OF STATE
99 MAY 20 AM 8:59

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, having been named as Registered Agent for **THIRD MILLENNIUM LEASING COMPANY, L.L.C.**, hereby voluntarily consent to serve as Registered Agent for **THIRD MILLENNIUM LEASING COMPANY, L.L.C.**

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: May 7, 1999



print:
Richard O. Jones

FILED
SECRETARY OF STATE
99 MAY 20 AM 8:59