

L99000004232



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 302721 4366930

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 285.00

ORDER DATE : July 9, 1999

ORDER TIME : 3:12 PM

ORDER NO. : 302721-005

500002930465--1

CUSTOMER NO: 4366930

CUSTOMER: Ms. Carole Freedman
COOPER PERSKIE APRIL NIEDELMAN
COOPER PERSKIE APRIL NIEDELMAN
1125 Atlantic Avenue

Atlantic City, NJ 08401-4891

DOMESTIC FILING

NAME: MILLENIUM CAPITAL GROUP,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

FILED
99 JUL 13 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL 13 PM 4:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SC 7-13-99

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

MILLENIUUM CAPITAL GROUP, L.L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 201 Northeast Floresta Drive, Port Saint Lucie, Florida 34983.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the member and the name and address of the managing

member is: Deborah Crescimanno
201 Northwest Floresta Drive
Port Saint Lucie, Florida 34983

The undersigned authorized representative of a member of MILLENIUUM CAPITAL GROUP, L.L.C. hereby executes these articles of organization on this 13 Day of July 1999.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 13 AM 8:32

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CORPORATION SERVICE COMPANY

Laura R. Dunlap
BY: Laura R. Dunlap
as its agent as authorized
representative of Millenium Capital
Group, L.L.C

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Dated: July 13, 1999

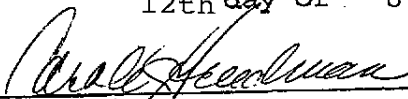
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

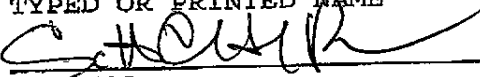
LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of MILLENNIUM CAPITAL GROUP, L.L.C. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

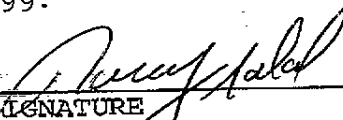
This Limited Power of Attorney is executed on this
12th day of July, 19 99.


WITNESS

Carole Freedman
TYPED OR PRINTED NAME


WITNESS

Scott C. Pappas
TYPED OR PRINTED NAME


SIGNATURE

Robert E. Salad, Esq.
TYPED OR PRINTED NAME
Attorney for company

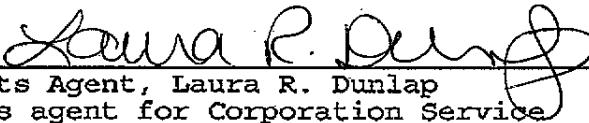
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MILLENIUM CAPITAL GROUP, L.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 member(s) is \$500.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is -0-:
- 4) the amount of cash or property anticipated to be contributed by member(s) is -0-:
- 5) the total amount of 2, 3, and 4 is: \$500.00.


Its Agent, Laura R. Dunlap
as agent for Corporation Service
Company in its capacity as authorized
representative of a member of Millenium
Capital Group, L.L.C.

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TALLAHASSEE, FLORIDA