

N99000004533

W. Edward McLeod, P.A.

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284 Park Avenue North, Winter Park, FL 32789
(407) 629-1935 Fax (407) 629-5757

FILED
99 JUL 26 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July __, 1999.

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

800002940938--2
-07/26/99-01068-002
****122.50 *****78.75

Re: Incorporation of MILLENNIUM WOMAN, INC..

Corporate Registrar:

Enclosed please find the following documents in connection with the incorporation of MILLENNIUM WOMAN, INC.

1. The Articles of Incorporation including the Acceptance by the Registered Agent, and a copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please contact my office directly at the above address.

Sincerely,

W. EDWARD McLEOD, P.A.


Ned McLeod

Enclosures

**ARTICLES OF INCORPORATION
OF
MILLENNIUM WOMAN, INC.**

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The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Not For Profit Corporation Act Chapter 617.

**ARTICLE I
Name and Principal Office**

The name of the Corporation shall be MILLENNIUM WOMAN, INC. The address of the principal office of the corporation shall be 201 W. Canton Ave. Winter Park, FL 32789 .

**ARTICLE II
Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted within the laws of the United States and the State of Florida regarding not for profit corporations, including (without limitation) charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes.

**ARTICLE III
Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV
Members**

Each holder of a membership certificate shall have one vote for each such certificate held of record on all matters submitted for member approval. Except as otherwise specifically required by law, set forth in a subsequently executed Membership Agreement unanimously adopted, or provided in these articles of incorporation, all other matters requiring member approval shall require an affirmative vote of a majority of the members voting thereon. The holders of the certificates shall have unlimited voting rights and such rights as set forth in the bylaws and may be appropriate regarding the net assets of the corporation upon its dissolution.

ARTICLE V
Registered Office and Registered Agent

The name of the initial registered agent of the Corporation and at the registered agent's office shall be: W. EDWARD McLEOD P.A., W. Edward McLeod, Esquire. 284 Park Avenue North, Winter Park, FL 32789.

ARTICLE VI
Initial Board of Directors

The initial Board of Directors shall consist of Three (3) persons. The names and addresses of those persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

Name	Address
Michael O'Shaugnessy	P.O. BOX 190, Winter Park, FL 32790.
Ede Slovin	1020 Quinwood Lane, Maitland, FL 32751
Leslie Windram	1035 La Jolla West, Hollywood, CA 90046

ARTICLE VII
Incorporator

The name and address of the incorporator of the Not For Profit Corporation is:

Name	Address
W. Edward McLeod, Esq.	W. EDWARD McLEOD P.A., 284 Park Avenue North, Winter Park, FL 32789

ARTICLE VIII
Indemnity

The corporation shall indemnify to the fullest extent permitted by the Florida Business Not For Profit Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an

employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Not For Profit Corporation Act.

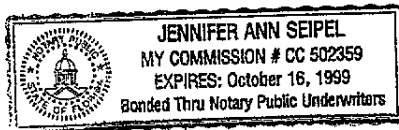
Executed this 22 day of July, 1999.

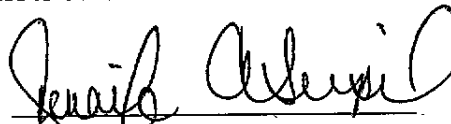

W. Edward McLeod, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 22 day of JULY, 1999, by W. EDWARD McLEOD who produced a Florida Drivers License as identification.

(SEAL)



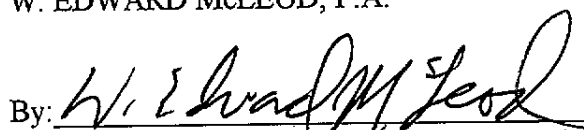

Name: _____
Notary Expires: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

Having been named as registered agent for MILLENNIUM WOMAN, INC., at 201 W. Canton Ave, Winter Park, FL 32789, I hereby accept the appointment of registered agent for such corporation. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 617.0503.

W. EDWARD McLEOD, P.A.

By: 
W. Edward McLeod, Registered Agent

Date: 7/22/99

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TALLAHASSEE, FLORIDA