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December 30, 1999

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: *MILLENNIUM Group of Beverly, Inc.*

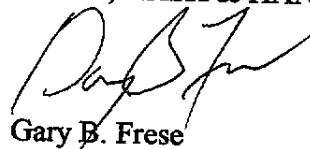
Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & HANSEN, P.A.


Gary B. Frese

GBF:sld
Enclosures

2000 JAN -3 AM 12:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 7 2000

2000 JAN -3 AM 12:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MILLENNIUM GROUP OF BREVARD, INC.

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **MILLENNIUM GROUP OF BREVARD, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida, 32901.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is Gary B. Frese.

ARTICLE VII

The initial Board of Directors shall consist of One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Gary B. Frese, Esquire
930 S. Harbor City Boulevard
Suite 505
Melbourne, FL 32901

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

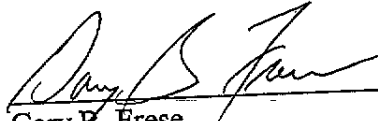
The name and address of the initial incorporator is as follows: Gary B. Frese, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

FILED
2000 JAN -3 AM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

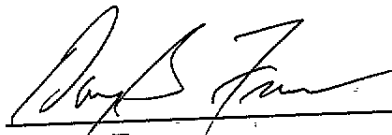
ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 30 day of December, 1999.


Gary B. Frese

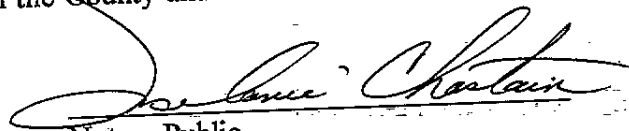
I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Gary B. Frese
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Gary B. Frese, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of December, 1999.


Notary Public
State of Florida at Large

My Commission Expires:

j:\gary\articles



Melanie Chastain
MY COMMISSION # CC534123 EXPIRES
March 28, 2000
BONDED THRU TROY FAIN INSURANCE, INC.