

TRANSMITTAL LETTER

PODDDDDDO 19382

Department of State
Division of Corporations
P. O. Box 5325
Tallahassee, FL 32314

SUBJECT: MILLENNIUM BUILDING CONSULTANTS, INC.
(Proposed corporate name - must include suffix)

500003145605--1
-02/24/00--01023--001
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

RECEIVED

00 FEB 24 AM 9:28

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME: PHILIP E. KROUT
Name (Printed or typed)

P.O. BOX 15647
Address

TALLAHASSEE, FL. 32317
City, State & Zip

514-1428
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 24 AM 9:34

APPROVED
AND
FILED

Will wait

NOTE: Please provide the original and one copy of the articles.

dw
2/24

ARTICLES OF INCORPORATION
OF
MILLENNIUM BUILDING CONSULTANTS, INC.

The undersigned, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME:

The name of the Corporation is **MILLENNIUM BUILDING CONSULTANTS, INC.**

ARTICLE II - PRINCIPAL BUSINESS ADDRESS:

The principal place of business and mailing address of the Corporation is 4461 Cool Emerald Drive, Tallahassee, Florida 32303.

ARTICLE III - COMMENCEMENT AND DURATION:

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE IV - PURPOSE:

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - STATED CAPITAL:

The corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE VI - PREEMPTIVE RIGHTS:

Each shareholder, upon the issuance or sale of either new or treasury stock for cash, property, or services, in payment of either corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1407 East Piedmont Drive, Tallahassee, Florida 32312, and the name of the initial registered agent of the corporation at that address is STEPHEN C. WILLIS, P.A..

ARTICLE VIII - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation but shall never be less than one. The name and address of the initial director of the corporation is:

PHILIP E. KROUT, SR.
4461 Cool Emerald Drive
Tallahassee, Florida 32303

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any present or former officer or director, or person exercising the duties of an officer or director at the request of the corporation, to the full extent now or hereafter permitted by law.

ARTICLE X - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

PHILIP E. KROUT, SR.
4461 Cool Emerald Drive
Tallahassee, Florida 32303

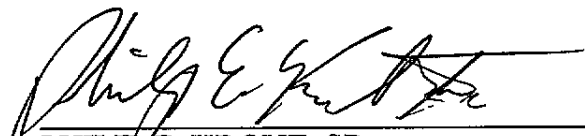
ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 24th day of February, 2000.

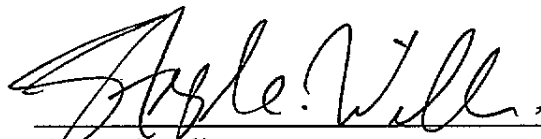

PHILIP E. KROUT, SR.

STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PHILIP E. KROUT, SR., who is personally known to me/or has produced _____ as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this ____ day of February, 2000.


NOTARY PUBLIC - STATE OF FLORIDA
STEPHEN C. WILLIS
COMMISSION # CC827034
EXPIRES 4/15/2003
BONDED THRU ASA 1-888-NOTARY1


Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this statement, 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.

DATED this 24th day of February, 2000.


STEPHEN C. WILLIS
STEPHEN C. WILLIS, P.A.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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