

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8800 • 1-800-342-8062 • Fax (850) 222-1222

P00000022714

Millennium Republic
Industries, Inc

000003158670--4
-03/06/00--01114--008
*****78.75 *****78.75

- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

FILED
00 MAR -6 PM 2:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
00 MAR -6 PM 1:32
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Signature _____

Requested by: RS 3/6/00 1100
Name Date Time

Walk-In _____ Will Pick Up _____

2-4-00
5

**ARTICLES OF INCORPORATION
OF
MILLENIUM REPUBLIC INDUSTRIES, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Millenium Republic Industries, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designed as "Common Shares". All of said stock shall be payable in cash, property (real or personnel) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposed shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filling and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which be already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

FILED
00 MAR - 6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of the initial principal office of this corporation is 20083 W. Key Drive, Boca Raton, Florida 33498 and the name of the initial registered agent of this corporation is Harvey Zitron whose address is 20083 W. Key Drive, Boca Raton, Florida 33498.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall be majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Harvey Zitron, 20083 W. Key Drive, Boca Raton, Florida 33498.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: Harvey Zitron, 20083 W. Key Drive, Boca Raton, Florida 33498.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

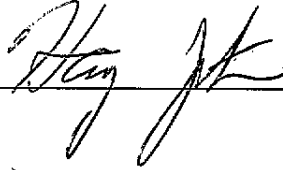
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation who is also a director or and officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Article of Incorporation this 3rd day of March, 2000.

Subscribe

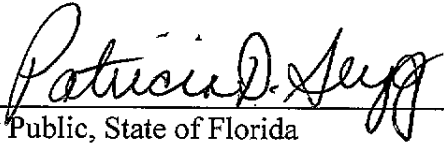


STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments is the State and County set forth above, personally appeared Harvey Zitron, who are personally known to me or who produced a Florida Drivers License as identification and who did not take an oath, have executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of March, 2000.



Notary Public, State of Florida

My Commission Expires:



Patricia D. Gregg
MY COMMISSION # CC810056 EXPIRES
February 17, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - The Millenium Republic Industries, Inc. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at County of Palm Beach, State of Florida has named Harvey Zitron, 20083 W. Key Drive, Boca Raton, County of Palm Beach, State of Florida, as its agent to accept services of process with the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____


Resident Agent

FILED
00 MAR -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA