

**PAPPAS**  
LAW FIRM

PD10000067194

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325 EAST ROBINSON STREET  
SUITE 540  
ORLANDO, FL 32801  
TELEPHONE 407-648-2555  
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EMAIL: PPAPPAS@PAPPASLAW.COM  
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September 9, 2002

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-09/13/02--01014--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

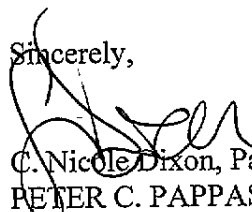
Re: **MILLENNIUM SOLAR POWER, INC.**

Dear Madam/Sir:

Enclosed are an original and one duplicate of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$43.75 for filing fees. Also enclosed for your review is a copy of the Written Action in Lieu of a Joint Special Meeting of the Board and Shareholders of **MILLENNIUM SOLAR POWER, INC.**

Thank you for your attention to this matter and if you have any questions, please call me.

Sincerely,

  
C. Nicole Dixon, Paralegal to  
PETER C. PAPPAS, ESQ.

/cds  
Enclosures

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FILED  
02 SEP 27 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/27/02  
Amend  
SP

ATTORNEYS AND CPAS

Affiliations: Tax Sections of ABA, Florida Bar, AICPA, FICPA; Orange County Bar Association; Hillsborough County Bar Association; American Immigration Lawyers' Association; American Bar Association; Florida Bar Association; American Association of Attorneys and CPAs; Academy of Florida Trial Lawyers. Admitted to Practice: United States Supreme Court; United States District Court; United States Tax Court; United States Immigration Court; United States Court of Appeals, Eleventh Circuit; Florida Supreme Court



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

September 23, 2002

C. Nicole Dixon, Paralegal  
Pappas Law Firm  
Landmark Center, 225 E. Robinson St.S540  
Orlando, FL 32801

SUBJECT: MILLENNIUM SOLAR POWER, INC.  
Ref. Number: P01000067194

We have received your document for MILLENNIUM SOLAR POWER, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation the date is not competed in paragraph one of the amendment. Also the name MAC HOLDINGS, INC. is not available as we have of record MAC HOLDINGS CORPORATION. Please choose another name and resubmit the document. Simply adding of Florida to the name is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 302A00053718



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EMAIL: PPAPPAS@PAPPASLAW.COM  
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TAX WEBSITE: WWW.PAPPASTAX.COM

September 26, 2002

Florida Secretary of State  
Division of Corporations  
Attn: Susan Payne  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: **MILLENNIUM SOLAR POWER, INC.**

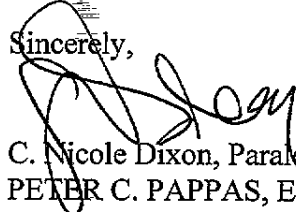
Dear Madam/Sir:

Per our telephone conversation on September 26, 2002, enclosed are an original and one duplicate of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation.. Also enclosed for your review is a copy of the Written Action in Lieu of a Joint Special Meeting of the Board and Shareholders of **MILLENNIUM SOLAR POWER, INC.**

Please use the funds that were to be applied to MAC Holdings, Inc. to this file and return it to me in the enclosed overnight air bill.

Thank you for all of your help regarding this matter and if you have any questions, please call me.

Sincerely,

  
C. Nicole Dixon, Paralegal to  
PETER C. PAPPAS, ESQ.

/cds  
Enclosures

FA0ld Server\C\_Drive\clients\cohen\Corp\Letter to SOS\Susan Payne - 001.wpd

**ATTORNEYS AND CPAs**

*Affiliations: Tax Sections of ABA, Florida Bar, AICPA, FICPA; Orange County Bar Association; Hillsborough County Bar Association; American Immigration Lawyers' Association; American Bar Association; Florida Bar Association; American Association of Attorneys and CPAs; Academy of Florida Trial Lawyers. Admitted to Practice: United States Supreme Court; United States District Court; United States Tax Court; United States Immigration Court; United States Court of Appeals, Eleventh Circuit; Florida Supreme Court*

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
MILLENNIUM SOLAR POWER, INC.**

FILED

02 SEP 27 PM 3: 34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President of MILLENNIUM SOLAR POWER, INC., hereby certifies that on the 26 day of September, 2002, the sole member of the Board of Directors and the Shareholder of MILLENNIUM SOLAR POWER, INC., (such Shareholder being the only class designated to vote on such amendment and such Shareholder constituting a sufficient number of votes cast for approval of the amendment), by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0821 and 607.0704, Florida Statutes, approved a resolution amending Article I of the Articles of Incorporation of MILLENNIUM SOLAR POWER, INC., and that the following is a true and correct copy of said resolution:

**"RESOLVED**, that Article I of the Articles of Incorporation is hereby amended to read as follows:

Article I. Name, Principal Place of Business and Duration. The name of the corporation is COHEN & COHEN HOLDINGS, INC. The principal place of business of the Corporation is 826 Chatfield Way, Heathrow, FL 32746. The duration of the Corporation is perpetual.

**FURTHER RESOLVED**, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 26 day of September, 2002.

MILLENNIUM SOLAR POWER, INC.

By: Michael A. Cohen  
Michael A. Cohen, President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by Michael A. Cohen, who is personally known to me, in his capacity as of MILLENNIUM SOLAR POWER, INC., a Florida corporation, who acknowledged before me that he executed same on behalf of the corporation and with full corporate authority, and who did give an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 26<sup>th</sup> day of September, 2002.

Cheri Renee Hobbs  
Notary Public Signature  
Print Name: Cheri Renee Hobbs  
My Commission Expires: \_\_\_\_\_



Cheri Renee Hobbs  
Commission # CC 783908  
Expires OCT. 19, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.