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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 28, 2001

Florida Department of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

Re: MILLENNIUM MORTGAGE SERVICES, INC.
GEORGIA BOY HOLDING COMPANY, INC.
ALL-WILLIAMS INSURANCE, INC.

700004617947--2

-10/01/01--01053--001

****236.25 ****78.75

Dear Staff:

Enclosed please find Articles of Incorporation for the above three named corporations and a check for \$236.25 which represents 78.75. Please file these and send back the filed documents.

Very truly yours,



Fran R. Barrett

10-3-01

ARTICLES OF INCORPORATION

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ARTICLE I - NAME

The name of this Corporation is MILLENNIUM MORTGAGE INVESTMENT SERVICES, INC. whose principal place of business is 11373 SW 211 ST. STE #8 MIAMI, FLORIDA 33189.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4300 NORTH UNIVERSITY DR. STE C-102, LAUDERHILL, FLORIDA 33351 and the name of the initial registered agent of this corporation is FRAN R. BARRETT.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
WILLIE L. WILLIAMS	11373 SW 211 ST. STE #8 MIAMI, FLORIDA 33189

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
WILLIE L. WILLIAMS	11373 SW 211 ST. STE #8 MIAMI, FLORIDA 33189

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of Sept, 2001.

Willie L. Williams
Subscriber WILLIE L. WILLIAMS

Subscriber

Subscriber

Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIE L. WILLIAMS known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 10th day of

Sept, 2001.

[Signature]
Notary Public

My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT MILLENNIUM MORTGAGE SERVICES, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI

STATE OF FLORIDA, HAS NAMED FRAN R. BARRETT LOCATED AT 4300 NORTH
UNIVERSITY DR. STE. C-102, LAUDERHILL, FLORIDA 33351. AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(Corporate Officer)
WILLIE L. WILLIAMS

TITLE: President

DATE : 9/28/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
PERFORMANCE OF MY DUTIES.

SIGNATURE

(Resident Agent)
FRAN R. BARRETT

DATE 9/28/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA