

**PO1000096489**  
**FRAN R. BARRETT, P.A.**  
*Attorney At Law*

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FILED

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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

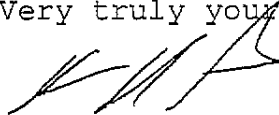
Re: MILLENNIUM MORTGAGE SERVICES, INC.  
GEORGIA BOY HOLDING COMPANY, INC.  
ALL-WILLIAMS INSURANCE, INC.

600004617956--4  
-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

BB 10-301

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation is ALL-WILLIAMS INSURANCE  
INC. whose principal place of business is 11373 SW 211 ST. STE #8  
MIAMI, FLORIDA 33189.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

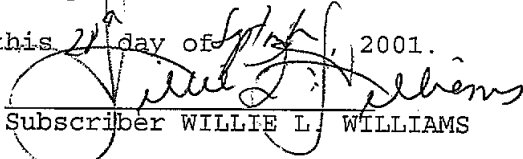
The name and address of each person signing these Articles is:

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 21<sup>st</sup> day of September, 2001.

  
Subscriber WILLIE L. WILLIAMS

Subscriber

Subscriber

Subscriber

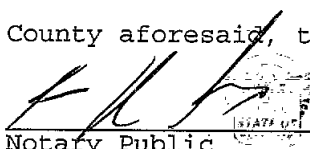
STATE OF FLORIDA

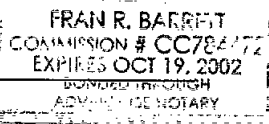
COUNTY OF BROWARD

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 28<sup>th</sup> day of

September, 2001.

  
Notary Public



My Commission Expires:

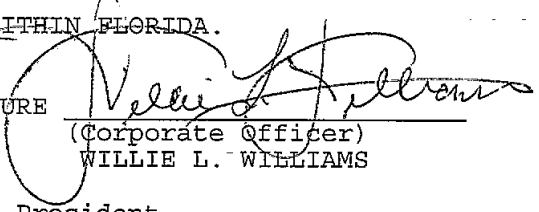
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

FIRST - THAT ALL-WILLIAMS INSURANCE, 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

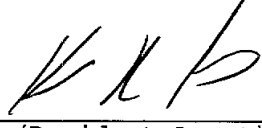
  
(Corporate Officer)  
WILLIE L. WILLIAMS

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