

PO2000131020

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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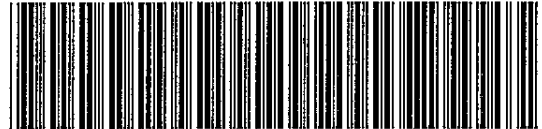
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Millennium Vacation Properties II
(Name of corporation)

DOCUMENT NUMBER: PO2000131020

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shelly L. Reynolds
(Name of person)

Millennium Vacation Properties
(Name of firm/company)

13098 Gulf Blvd
(Address)

Madiera Beach, FL 33708
(City/state and zip code)

For further information concerning this matter, please call:

Shelly L. Reynolds at (727) 398 9969
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of FLORIDA in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Millennium Vacation Properties, INC
2. The principal office address: 13098 Gulf Blvd Madeira Beach Florida 33708
3. The mailing address (if different): Same

4. Date of incorporation/qualification: 12-12-02 Document number: P02000131020
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Robyn Ingram
10128 Gulf Blvd Apt 4
Treasure Island, FL 33706

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):
Shelly L. Reynolds
10218 Gulf Blvd
(P.O. Box or personal mailbox NOT acceptable)
Treasure Island, FL 33706

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

(Signature of an officer, chairman or vice chairman of the board) _____ (Printed or typed name and title) _____

I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Shelly Reynolds _____ 1-13-02
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

**MINUTES OF SPECIAL MEETING
OF THE SHAREHOLDERS, DIRECTORS AND OFFICERS
OF MILLENNIUM VACATION PROPERTIES CORPORATION**

A special meeting of the above named Corporation was held at 13098 Gulf Blvd. Madera Beach Florida on January 8, 2003 at 9:00 o'clock A.M.

Shelly Reynolds

On motion duly made, seconded and carried, Shelly Reynolds was elected chairman of the meeting and accepted her respective office.

The chairman then noted that this was a special shareholder's meeting called by the director of the above named Corporation pursuant to Article I of the Bylaws of said Corporation for the purpose of Corporation name change and the electing of new offers and directors and such other business as may be brought before the shareholders at said meeting.

The secretary of the above named Corporation was recognized and reported that notice requirements pursuant to Article I, Sec. 4 of the Bylaws of the above named Corporation had been complied with.

The secretary then called roll and found that the following shareholders entitled to vote in person or by proxy constituted a quorum pursuant to Article I, Section 6 of the Bylaws of the above named corporation:

Shelly Reynolds

Thereupon, the chairman declared that the meeting was duly constituted in compliance with the Bylaws of the above named corporation the number of votes cast for the amendment(s) are sufficient for approval.

The chairman then discussion the Election of new Corporate officers and registered Agent of the Corporation.

RESOLVED that the following boards of directors and corporate officers have been elected for a term of one year.


President	Shelly Reynolds
Secretary	Shelly Reynolds
Treasure	Shelly Reynolds

The above corporate officers and registered agent was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Upon motion duly made, seconded and carried, the secretary was directed to spread upon the meeting minutes at length in the minute book.

They're being no further business requiring shareholder action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.

Dated January 8, 2003


Shelly Reynolds Chairman


Shelly Reynolds Secretary of Meeting