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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAR 22 PM 4: 22

FILED

✓

3/19/04

ROBERT E. OGLESBY, P.A.

ATTORNEY AT LAW
ONE CLEARLAKE CENTRE
SUITE 1400
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA

PLEASE REPLY TO
WEST PALM BEACH, FL 33401
(561) 835-8842
Telecopier (561) 835-8691

March 19, 2004

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Millennium Silver, Inc.

Dear Sir:

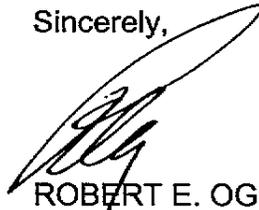
We are enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our check in the amount of \$78.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	35.00
Registered Agent Fee	8.75

We would appreciate receiving a certified copy of the Certificate of Incorporation at your earliest convenience.

Sincerely,



ROBERT E. OGLESBY

REO:cg
Enclosure
cc: Dr. Rudolph Scheerer

ARTICLES OF INCORPORATION
OF
MILLENNIUM SILVER, INC.
(A Corporation for Profit)

FILED
04 MAR 22 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, with others being desirous of forming a corporation, for profit, under the provisions of Ch. 607 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is MILLENNIUM SILVER, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1.5 million shares of \$1.00 par value, common stock.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The address of the initial principal office and mailing address of the corporation is 808 N. Olive Avenue, West Palm Beach, FL 33401.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is at 808 N. Olive Avenue, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is RUDOLPH SCHEERER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors are as follows:

Rudolph Scheerer
808 N. Olive Avenue
West Palm Beach, FL 33401

Carol M. Ericson
8165 D Andover Court
West Palm Beach, FL 33406

Frances R. Verner
13843 83rd Lane North
West Palm Beach, FL 33412

Corinne N. Manganelli
1423 Longarzo Place
West Palm Beach, FL 33415

Kim Underhill
446 South Beach Road
Hobe Sound, FL 33455

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is RUDOLPH SCHEERER, at 308 N. Olive Avenue, West Palm Beach, FL 33401.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this corporation.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27 day of February, 2004.

Rudolph Scheerer
RUDOLPH SCHEERER

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, this day personally appeared RUDOLPH SCHEERER, who first by me being duly sworn, says: That he is the incorporator in the above and foregoing Articles of Incorporation; that he has read the same and has personal knowledge of the above facts and matters contained therein; and that each of these facts and matters are true and correct.

STATE OF FLORIDA:

COUNTY OF PALM BEAC:

The foregoing instrument was acknowledged before me this 27 day of February, 2004, by RUDOLPH SCHEERER, who: () is personally known to me, or () has produced a n/a as identification.

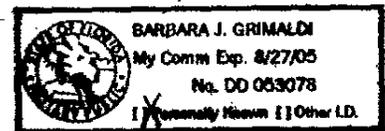
Barbara J. Grimaldi
Barbara J. GRIMALDI
Print Name of Notary

I am a Notary Public of the State of Florida having a commission number

053078

My commission expires: 8-27-05

(seal)



ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, RUDOLPH SCHEERER, has been named to accept service of process for MILLENNIUM SILVER, INC., the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 27 day of February, 2004.


RUDOLPH SCHEERER, as Registered
Agent