

Nov-14-2004

From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Applied Millennium Corp.

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Page Count	05
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
APPLIED MILLENNIUM CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be: Applied Millennium Corp. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is: 5911 Granada Boulevard, Coral Gables, Florida, 33146.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 100 shares of Common Stock, par value \$1.00 per share.

**ARTICLES IV
PURPOSE**

Notwithstanding any provision herein to the contrary, the following shall govern: the nature of the Corporation's business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as managing member of Alpha Millennium LLC, a Florida limited liability company, (the "Company") as set forth in the Company's operating agreement, and may engage only in those activities which are necessary to conduct, promote, or attain said purpose.

**ARTICLE V
LIMITATION ON POWERS**

Notwithstanding any provision hereof to the contrary, the Corporation is hereby expressly prohibited from engaging in the following activities:

A. The Corporation shall not incur any indebtedness; or cause the Company to incur any indebtedness except in an amount necessary to acquire, operate and maintain the Property.

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- B. For so long; as any mortgage lien exists on the Property, the Corporation shall not and shall not cause the Company to incur, assume, or guaranty any other indebtedness. The Corporation shall not and shall not cause the Company to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity.

ARTICLE VI UNANIMOUS CONSENT; INDEMNIFICATION

The unanimous consent of all of the directors is required to (i) voluntarily file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings with respect to itself or cause the Company to do so under the Federal Bankruptcy Code or any similar Federal or state statute; (ii) to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Corporation; (iii) engage in any business activity other than the Corporation's stated purpose; and (iv) amend the articles of incorporation of the Corporation, or the Corporation's By-Laws or vote to amend the Company's operating agreement or articles of organization. The directors of the Corporation are to consider the interests of the creditors of the Corporation in connection with all corporate action.

For so long as the Mortgage exists, without first obtaining approval of the holder(s) of the Mortgage (i) no material amendment to this certificate of incorporation or to the Corporation's By-Laws nor to the articles of organization or operating agreement of the Company may be made without first obtaining approval of the holder(s) of the Mortgage and (ii) in the event the life of the Company is not continued, the Corporation shall not cause the Company to liquidate the Property.

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Company or the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE VII SEPARATENESS COVENANTS

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as the Mortgage lien exists, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.

3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

4. It shall not commingle assets with those of its parent and any affiliate.

5. It shall conduct its own business in its own name.

6. It shall maintain financial statements separate from its parent and any affiliate.

7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

8. It shall maintain an arm's length relationship with its parent and any affiliate.

9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

10. It shall use stationery, invoices and checks separate from its parent and any affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

12. It shall hold itself out as an entity separate from its parent and any affiliate.

For purposes of this Article VII, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with the director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

**ARTICLE VIII
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 5911 Granada Boulevard, Coral Gables, Florida, 33146, and the initial registered agent of this Corporation at that address shall be David Baitinger.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

David Baitinger
5911 Granada Boulevard
Coral Gables, Florida 33146

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 15th day of November, 2004.


David Baitinger
Incorporator

THE UNDERSIGNED, named as the registered agent in Article VIII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


David Baitinger, Registered Agent

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