



ACCOUNT NO. : 072100000032

REFERENCE : 602594 8306A

AUTHORIZATION :

*Patricia Pyle*

COST LIMIT : \$ 122.50

ORDER DATE : May 22, 1995

ORDER TIME : 9:11 AM

300001485453

ORDER NO. : 602594

CUSTOMER NO: 8306A

CUSTOMER: Ms. Lisa Docherty  
MANELLA KLAPHOLZ & HOCHSZTEIN  
P.A.  
2206 Hollywood Boulevard

Hollywood, FL 33020

DOMESTIC FILING

NAME: MILLENIUM CAPITAL INVESTORS,  
INC.

XX ARTICLES OF INCORPORATION  
\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: \_\_\_\_\_

*WLB - 10/12/95*

T. BROWN MAY 23 1995

RECEIVED  
MAY 22 1995  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
95 MAY 22 AM 8 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 22, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MILLENIUM CAPITAL INVESTORS, INC.  
Ref. Number: W95000010729

We have received your document for MILLENIUM CAPITAL INVESTORS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 395A00025959

ARTICLES OF INCORPORATION  
OF  
MILLENIU CAPITAL INVESTORS, INC.

FILED  
95 MAY 22 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MILLENIU CAPITAL INVESTORS, INC.

the address of the principal office of this corporation shall be c/o Manella & Klapholz, 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Murray Bacal  
Dir.

7777 Davie Road Extension  
Hollywood, Florida 33024

#### ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Murray Bacal  
Pres./Sec./Treas.

7777 Davie Road Extension  
Hollywood, Florida 33024

#### ARTICLE VIII. INDEMNIFICATION

The corporation man indemnify any officer, director, employee, or agent of any former officer, director, employee, or agent to the extent permitted by law.

#### ARTICLE IX. RESTRICTION ON NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on May 22, 1995.

CORPORATION SERVICE COMPANY

By: \_\_\_\_\_

Its Agent, Gail Shelby

FILED  
95 MAY 22 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN THE ARTICLES OF INCORPORATION**

Ross Manella, an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MILLENIUM CAPITAL INVESTORS, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Ross Manella

6

P950000404/3

MANELLA, KLAPHOLZ & HOCHSZTEIN, P.A.

Attorneys at Law

ROSS MANELLA\*  
JOSEPH P. KLAPHOLZ\*\*  
FRED HOCHSZTEIN  
ARNOLD ILOVITCH (1946-1992)  
\* ALSO MEMBER OF THE  
QUINCY BAR  
\*\* ALSO MEMBER OF THE  
MARYLAND BAR

2206 HOLLYWOOD BLVD., HOLLYWOOD, FL 33020-6736  
HOLLYWOOD/FT. LAUDERDALE: (954) 925-3355  
MIAMI: (305) 949-0015  
FAX: (GENERAL) (954) 923-9392  
FAX: (REAL ESTATE) (954) 923-0185

May 14, 1996

VIA FIRST CLASS MAIL

200001830482  
-05/20/96--01077--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Attn: Thelma Lewis  
Corporate Specialist Supervisor

Re: Millenium Capital Investors, Inc.  
Our File No. 95-0444

Dear Ms. Lewis:

In response to your recent letter returning our Amendment Articles of Incorporation and enclosures, I enclose the following:

1. Original and copy of Amendment to Articles of Incorporation;
2. Written Consent of the Shareholders in Lieu of Special Meeting, Pursuant to Section 607.0704 of the Florida General Corporation Act;
3. Written Consent of the Directors in Lieu of Special Meeting, Pursuant to Section 607.0821 of the Florida General Corporation Act;
4. Our Check No. 3084 in the amount of \$35.00.

Please process this matter as soon as possible and return a filed copy of the Amendment to Articles of Incorporation to our office. For your convenience, I enclose a stamped, self-addressed envelope.

FILED STATE  
DIVISION OF CORPORATIONS  
96 MAY 16 PM 3:29

nc  
MAY 15 1996



May 14, 1996  
Page 2

Should you have any questions in regard to this matter, please do not hesitate to contact me. I remain,

Very truly yours,

MANELLA, KLAPHOLZ & HOCHSZTEIN, P.A.



ROSS MANELLA, ESQUIRE

RM:clr

Enclosures

\\1996\\millenni.cap\\sec-stat.ltr

# ILOVITCH, MANELLA & KLAPHOLZ, P.A.

*Attorneys at Law*

ARNOLD ILOVITCH (1946-1992)

ROSS MANELLA\*

JOSEPH P. KLAPHOLZ\*\*

FRED HOCHSZEIN

\* ALSO MEMBER OF THE  
QUEBEC BAR

\*\* ALSO MEMBER OF THE  
MARYLAND BAR

2206 HOLLYWOOD BLVD., HOLLYWOOD, FL 33020-0730

HOLLYWOOD/FT. LAUDERDALE: (305) 925-3355

MIAMI: (305) 949-8015

FAX: (GENERAL) (305) 923-9392

FAX: (REAL ESTATE) (305) 923-0185

February 27, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: MILLENNIUM CAPITAL INVESTORS, INC.**

Dear Sirs:

With reference to the above, enclosed herewith please find duly completed Articles of Amendment changing the name of the above referenced corporation together with a check in the amount of \$35.00 made payable to the Department of State, which sum represents the required filing fee.

Please also stamp the attached copy and return to us in the enclosed envelop.

Should you have any question(s) or require additional information, please do not hesitate to contact our office.

Thank you for your courtesy and cooperation.

Very truly yours

**MANELLA, KLAPHOLZ & HOCHSZEIN, P.A.**



Ross Manella

FH/ld



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 6, 1996

**ROSS MANELLA, ESQ.**  
**MANELLA, KLAPHOLZ & HOCHSZTEIN, P.A.**  
**2206 HOLLYWOOD BLVD.**  
**HOLLYWOOD, FL 33020-6736**

**SUBJECT: MILLENIUM CAPITAL INVESTORS, INC.**  
**Ref. Number: P95000040413**

We have received your document for MILLENIUM CAPITAL INVESTORS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 596A00010065

SECRETARY OF STATE  
DIVISION OF CORPORATION  
96 MAY 16 PM 3:29

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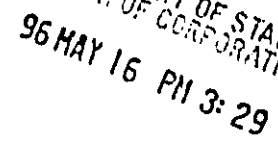
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**WRITTEN CONSENT OF THE SHAREHOLDERS**  
**IN LIEU OF SPECIAL MEETING, PURSUANT TO SECTION 607.0821**  
**OF THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being the Shareholder(s) of MILLENNIUM CAPITAL INVESTORS, INC., a Florida corporation (hereinafter referred to as "Corporation"), do hereby take and adopt the following action in writing, without a meeting. The Chairman stated the purpose of the meeting was to discuss and approve the following items of business:

1. Filing an Amendment to the Articles of Incorporation to change the name of the corporation to:

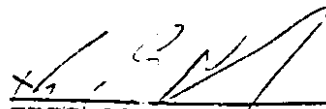
MILLENNIUM CAPITAL INVESTORS, INC.

After discussion and upon Motion duly made, seconded and carried, it was

**RESOLVED, AS FOLLOWS:**

- 1) That ERIC GOLDBERG, as Secretary of the corporation is hereby authorized and directed to file the necessary Amendment to the Articles of Incorporation to change the name of the corporation to MILLENNIUM CAPITAL INVESTORS, INC.

Dated: 2/25/96 , 1996.

  
\_\_\_\_\_  
ERIC GOLDBERG

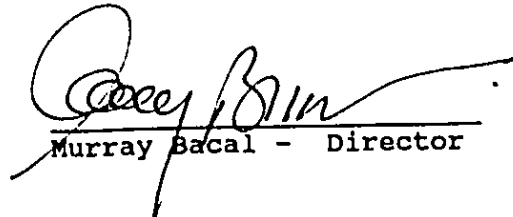
**WRITTEN CONSENT OF THE DIRECTORS**  
**IN LIEU OF SPECIAL MEETING, PURSUANT TO SECTION 607.0821**  
**OF THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being the Directors of Millenium Capital Investors, Inc., Florida corporation (hereinafter referred to as "Corporation"), do hereby take and adopt the following resolutions in writing, without a meeting:

**RESOLVED, AS FOLLOWS:**

1. The Corporation is hereby authorized to file Articles of Amendment with the State of Florida changing the name of the corporation to Millennium Capital Investors, Inc.

DATED: February 25, 1996

  
Murray Bacal - Director