

Todd Clinton Buchholtz  
4333 - 2nd Avenue N.  
St. Petersburg, FL 33713  
January 3, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Third Millennium Holdings, Inc.

4000001682501  
-01/09/96--01061--005  
\*\*\*\*122.60 \*\*\*\*122.60

Gentlemen:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with the Section 1244 Plan, Designation of Resident Agent, and my check in the amount of \$122.50 for the required filing fees.

After recording, please forward the Charter and certified Articles of Incorporation to this office.

Thanking you for your kind attention in this matter, I remain

Very truly yours,

Todd Clinton Buchholtz

Enclosures

EFFECTIVE DATE  
1-3-96

JAN 10 1996 BSE

FILED  
96 JAN -8 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THIRD MILLENNIUM HOLDINGS, INC.

EFFECTIVE DATE  
1-3-96

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is THIRD MILLENNIUM HOLDINGS, INC. The principal place of business of the corporation shall be 4333 - 2nd Ave. North, St. Petersburg, FL 33713.

SECOND: Pursuant to Section 607.0203, Florida Statutes, the effective date of incorporation shall be January 3, 1996. The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

FOURTH: Authorized Shares.

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 6000 shares of Capital Stock with a par value of \$1.00, per share.

INITIAL ISSUE: 1000 shares of the Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of outstanding capital stock shall be entitled to receive, when and as declared by the Board of

FILED  
6 JAN -8  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APR 11 13

Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is: 4333 - 2nd Avenue North, St. Petersburg, FL 33713, and the name of the initial registered agent at such address is Todd Clinton Buchholtz.

SIXTH: The initial board of directors shall consist of not less than one (1) nor more than three (3) members, as set forth in the By-laws, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified as follows:

<u>NAME</u>	<u>ADDRESS</u>
Todd Clinton Buchholtz	4333 - 2nd Avenue North St. Petersburg, FL 33713

EIGHTH: The name and address of the initial incorporator is: Todd Clinton Buchholtz, 4333 - 2nd Avenue North, St. Petersburg, FL 33713.

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when

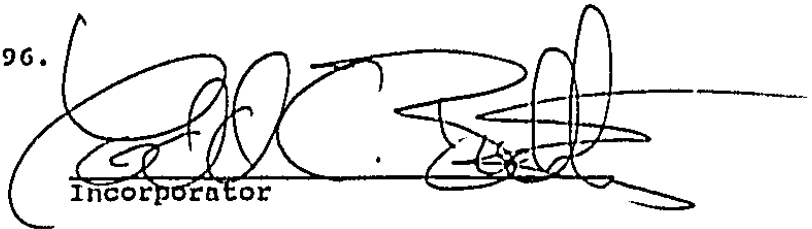
proposed and approved at a stockholder meeting, with not less than a two-thirds vote of common stock.

TENTH: The holders of common stock of this corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ELEVENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at St. Petersburg, Florida on


the 3rd day of January, 1996.

  
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd day of January, 1996, by Todd Clinton Buchholtz, who is personally known to me and who did take an oath.

  
Signature of Notary Public  
Print:  
State of Florida at Large (Seal)  
My Commission expires:

JANE E. BANIC  
Notary Public, State of Florida  
My Comm. Expires May 1, 1998  
No. CC 376724  
Bonded thru Official Notary Service

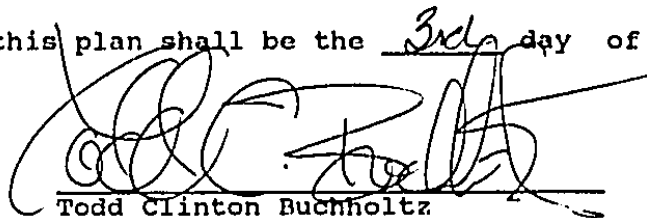
PLAN TO ISSUE STOCK PURSUANT TO SECTION 1244

I, the undersigned, being the incorporator(s) named in the Articles of Incorporation of:

THIRD MILLENNIUM HOLDINGS, INC.

a Florida Corporation, do hereby propose and adopt the following plan to issue common stock:

1. That the Corporation will issue 1000 shares of common stock under this plan.
2. That the aggregate amount of consideration to be received shall not exceed \$500,000.00.
3. That this offer shall remain open for not more than 24 months from the date hereof.
4. That the stock issued pursuant to this plan shall be issued only for money or other property, not for other stock nor securities nor services.
5. That there is no prior offering still outstanding.
6. That no other stock shall be offered during the period specified in this plan.
7. That it is the intent of this plan that the stock issued shall qualify as Section 1244 stock under the provisions of the Internal revenue Code.
8. That the date of this plan shall be the 3rd day of January, 1996.

  
Todd Clinton Buchholtz

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

\* \* \* \* \*

Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

**FIRST:** THIRD MILLENNIUM HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 4333 - 2nd Avenue North, St. Petersburg, Florida, has named TODD CLINTON BUCHHOLTZ, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at 4333 - 2nd Avenue North, St. Petersburg, Florida, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Todd Clinton Buchholtz  
Resident Agent

**FILED**  
96 JAN - 8 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# DEBIT MEMORANDUM

FOR OFFICIAL USE

NUMBER

DATE

TO :

DEPARTMENT

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

**P 96000003016**

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	968.35	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	968.35	OTHER	4

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		1	87.50
12	45-20-2-130001-45300000-00-000100-00		4	122.00
12	45-20-2-130001-45300000-00-000100-00		2	122.50
12	45-20-2-130001-45300000-00-000100-00		2	122.50
12	45-20-2-130001-45300000-00-000100-00		2	122.60
12	45-20-2-130001-45300000-00-000100-00		4	191.25
12	45-20-2-130001-45300000-00-000100-00		2	200.00

GRAND TOTAL:

\$ 968.35

Process Date: 01/19/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

*Bill Nelson*

State Treasurer



1 add Clinton Eschman  
1333-2nd Ave. No. 14 1935 1943 53 01-13-11  
SI. Petering, H. ACCOUNT ~~CLINTON~~ ~~ESCHMAN~~ ~~1333-2nd Ave. No. 14~~ ~~1935~~ ~~1943~~ ~~53~~ ~~01-13-11~~

FOR THE  
CITY OF  
FLORIDA  
SECRETARY OF THE BOARD  
ONE HUNDRED THIRTY TWO DOLLARS  
NOV 1 1923 60

**MACDILL**  
FEDERAL CREDIT UNION  
56, Providence, Florida

NEW! Incorporated

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FOR DEPOSIT ONLY  
-01/09/96--01061--005  
-----\*122.50



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 6, 1996

Third Millennium Holdings, Inc.  
4333 2nd Avenue N.  
St. Petersburg, FL 33713

**SUBJECT: THIRD MILLENNIUM HOLDINGS, INC.**  
Ref. Number: P96000003016

Debit Memo #: 62388-E

This is to inform you that your check #91 dated January 3, 1996 in the amount of \$122.50 and submitted for THIRD MILLENNIUM HOLDINGS, INC. has been returned to us by your bank because of Account Closed.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations  
Attn: Melinda Lilliston  
P.O. Box 6327  
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call  
(904) 487-6900.

Sincerely,  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter number: 396A00005130



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

March 13, 1996

Third Millennium Holdings, Inc.  
4333 2nd Avenue N.  
St. Petersburg, FL 33713

**SUBJECT: THIRD MILLENNIUM HOLDINGS, INC.**  
Ref. Number: P96000003016

Debit Memo #: 62388-E

Due to your failure to respond to our previous letter advising you of the returned check #91, the Articles of Incorporation for **THIRD MILLENNIUM HOLDINGS, INC.** have been cancelled and are considered not filed as of March 13, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter number: 496A00011217