

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



P96000091313

PRENCE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000092

REFERENCE : 141897 7118238

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : November 1, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 141897-005

CUSTOMER NO: 7118238

200001997952--3

CUSTOMER: Ms. Michelle L. Harris  
MS. MICHELLE L. HARRIS

201 Galen Dr. Unit 302w

Key Biscayne, FL 33149

DOMESTIC FILING

NAME: MILLENNIUM INVESTMENTS  
CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

*DMC 11-6-96*

FILED  
96 NOV -6 PM 4:09  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MILLENNIUM INVESTMENTS CORPORATION

FILED  
96 NOV -6 P11 4:09  
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:

MILLENNIUM INVESTMENTS CORPORATION

The address of the principal office of this corporation shall be 201 Galen Drive, Unit 302W, Key Biscayne, Florida 33149, 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 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 201 Galen Drive, Unit 302W, Key Biscayne, Florida 33149, and the name of the initial registered agent of the corporation at that address is Michelle Harris.

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Michelle L. Harris  
Dir.

201 Galen Drive, Unit 302W  
Key Biscayne, Florida 33149

Scott E. Darrah  
Dir.

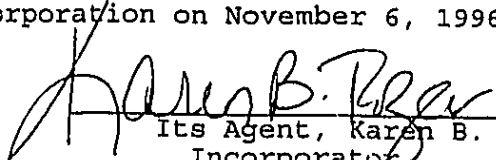
201 Galen Drive, Unit 302W  
Key Biscayne, Florida 33149

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 6, 1996.

  
Its Agent, Karen B. Rozar  
Incorporator

ADM/THW

FILED

96 NOV -6 PM 4:09

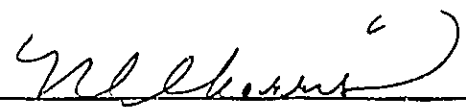
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Michelle Harris, 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:

MILLENNIUM INVESTMENTS CORPORATION

Michelle Harris is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0005, Florida Statutes.

By: 

Typed Name: Michelle Harris



FLORIDA DEPARTMENT OF STATE  
Candace B. Morhym  
Secretary of State

P96000091313

March 12, 1997

Ms. Michelle L. Harris  
201 Galen Drive Unit 302w  
Key Biscayne, FL 33149

SUBJECT: MILLENNIUM INVESTMENT'S CORPORATION  
REF # : P96000091313

Dear Ms. Harris:

This is to advise you that through error your corporation under the name of MILLENNIUM INVESTMENTS CORPORATION was filed November 6, 1996. We already have an active corporation filed on September 19, 1996, effective September 13, 1996 by the name of MILLENNIUM INVESTMENT, INC.

Since there is a similarity of names, it is requested that you amend the name of your corporation to make it distinguishable from the earlier filed entity. I have enclosed guidelines for your convenience in preparing the amendment. There will be no fee charged for the filing of this amendment.

I apologize for this inconvenience and trust that you will complete the amendment and returned it to my attention as quickly as possible so that we may correct our records.

Please return your document, along with a copy of this letter. If you have questions, please call (904) 487-6923.

Sincerely,

Doris McDuffie, Corporate Specialist Supervisor  
Department of State - New Filing Section

P96000091313

Michelle L. Harris  
201 Galen Dr. Suite 302 West  
Key Biscayne, FL 33149

March 25, 1997

Ms. Doris McDuffie  
Corporate Specialist Supervisor  
Department of State  
New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. McDuffie:

Per your request I've enclosed an Article of Amendment to change my corporation's name to The WITT Standard Company, Inc. from Millennium Investments Corporation. Should there be a conflict with the new name please let me know as soon as possible as I have already applied for an EIN under the new name.

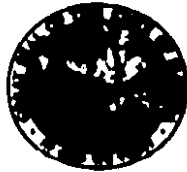
Sincerely,



Michelle L. Harris  
(305) 361.6346

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 2:00

nc  
TLL MAR 27 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 12, 1997

Ms. Michelle L. Harris  
201 Galen Drive Unit 302w  
Key Biscayne, FL 33149

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REF # : P96000091313

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Please return your document, along with a copy of this letter. If you have questions, please call (904) 487-6923.

Sincerely,

*Doris McDuffie*  
Doris McDuffie, Corporate Specialist Supervisor  
Department of State - New Filing Section

*Bureau Chief  
Karen Byers  
PO Box 6327  
Tallahassee FL 32314*



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 2:00

Millennium Investments Corporation

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

*Name change to:  
The WITT Standard Company, Inc.*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: March 21, 1997.

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
- "The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of March, 1997.

Signature

Michelle K. Harris

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michelle K. Harris

Typed or printed name

Incorporator

Title