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Attorneys at Law

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The Mahan Station
1709-D Mahan Drive
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January 10, 1997

FILED
97 JAN 10 PM 2:23

Secretary of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

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-01/10/97--01069--015
****122.50 ****122.50

Re: Millennium Holding Company, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Millennium Holding Company, Inc. Also enclosed are check in the amount of \$122.50 for filing fees and extra copy to be certified and returned to me.

Thank you for your assistance in this matter.

Sincerely,



Thomas F. Woods

TFW:ch

Enclosures

Call when Ready
877-7743
Jesie

nc 1/10/97

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January 10, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

Re: Millennium Holding Company of Naples, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Millennium Holding Company of Naples, Inc. Also enclosed are check in the amount of \$122.50 for filing fees and extra copy to be certified and returned to me.

Thank you for your assistance in this matter.

Sincerely,



Thomas F. Woods

TFW:ch

Enclosures

ARTICLES OF INCORPORATION
OF
MILLENNIUM HOLDING COMPANY OF NAPLES, INC.

FILED
97 JAN 10 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract, hereby forms a corporation under the laws of the State of Florida.

I.

Name

The name of the corporation shall be **MILLENNIUM HOLDING COMPANY OF NAPLES, INC.** The principal place of business of this corporation shall be at:

1725 Mahan Drive, Tallahassee, Florida 32308.

II.

Term of Existence

The corporation shall have perpetual existence, commencing on January 10, 1997.

III.

Nature of Business and Powers

The general nature of business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

IV.

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

V.

Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Thomas F. Woods
1725 Mahan Drive
Tallahassee, Florida 32308

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

VI.

Directors

The number of directors of the initial board of directors of the corporation is one (1). The name and address of the initial director is:

Thomas F. Woods
1725 Mahan Drive
Tallahassee, Florida 32308
(904) 877-7743

VII.

Incorporation

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

Thomas F. Woods
1725 Mahan Drive
Tallahassee, Florida 32308
(904) 877-7743

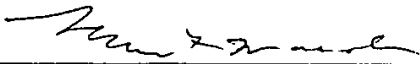
VIII.

Amendment

These Articles of Incorporation may be deemed in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on December 10, 1997.



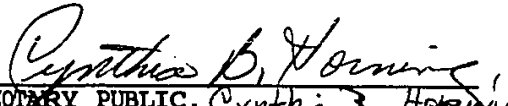
THOMAS F. WOODS

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 10th day of January, 1997, by THOMAS F. WOODS, who is personally known to me.



Cynthia B. Horning
MY COMMISSION # DC581073 EXPIRES
October 5, 2000
BONDED THRU TRU FARM INSURANCE, INC.



NOTARY PUBLIC, Cynthia B. Horning
(Print)



Cynthia B. Horning
MY COMMISSION # DC581073 EXPIRES
October 5, 2000
BONDED THRU TRU FARM INSURANCE, INC.

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

First -- That MILLENNIUM HOLDING COMPANY OF NAPLES, INC.
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorporation
at 1725 Mahan Drive, City of Tallahassee, County of Leon, State of
Florida, has named THOMAS F. WOODS located at 1725 Mahan Drive,
City of Tallahassee, County of Leon, State of Florida as its
Resident Agent to accept service of process within the state.

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open
said office.

By: Thomas F. Woods
THOMAS F. WOODS
Resident Agent

FILED
97 JUN 10 PM 2:24
TALLAHASSEE
STATE
FLORIDA