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January 13, 1997

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*****35.00 *****35.00

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

FILED
97 JAN 14 AM 10:13
TALLAHASSEE, FLORIDA

Re: Millennium Holding Company of Naples, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended Articles of Incorporation for Millennium Holding Company of Naples, Inc. Also enclosed are check in the amount of \$35.00 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

Thomas F. Woods

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-01/22/97--01116--006
*****52.50 *****52.50

TFW:ch

Enclosures

Amend.
N. HENDRICKS JAN 11 1997

Call when Ready
877-7743
Cindy



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1997

THOMAS WOODS

TALLAHASSEE, FL

SUBJECT: MILLENNIUM HOLDING COMPANY OF NAPLES, INC.
Ref. Number: P97000002808

We have received your document for MILLENNIUM HOLDING COMPANY OF NAPLES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The date of adoption of each amendment must be included in the document.

The document must state one of the following statements: 1. The amendment was adopted by the shareholders of the corporation. 2. The amendment was adopted by the directors and/or shareholders of the corporation. 3. The amendment was adopted by the incorporator.

If shareholder approval was not required, a statement to that effect must be included in the document.

If the amendment was adopted by the shareholders it must be signed by the chairman/vice-chairman of the board of directors or any officer.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 297A00001692

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

FILED
97 JAN 14 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract, on this 13th day of January, 1997, hereby amends its Articles of Incorporation under the laws of the State of Florida. This amendment was adopted by the Incorporator with no shareholder approval required.

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 Registered Office

The Registered Agent and the street address of the 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 board of directors of the corporation is one (1) and said director is the sole stockholder. The name and address of the director is:

Lauri A. Smith
354 Harbour Dr.
Naples, FL

VII.

Incorporation

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

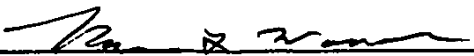
Thomas F. Woods
1725 Mahan Drive
Tallahassee, Florida 32308
(904) 877-7743

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 January 13, 1997.



THOMAS F. WOODS

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 13th day of January, 1997, by THOMAS F. WOODS, who is personally known to me.



Cynthia B. Homing
MY COMMISSION # CC881073 EXPIRES
October 5, 2000
BONDED THRU TROY FARM INSURANCE, INC.



NOTARY PUBLIC, Cynthia B. Homing
(Print)

**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, 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