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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL: 32314

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-01/21/97--01034--013
****122.50 ****122.50

Subject:

FILED
97 JAN 21 PM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed is original and one copy of Articles of Incorporation and Certification of Designation Registered Agent/Registered Office for

Also enclosed is a check in the amount of \$122.50 for costs to incorporate.

Please process documents accordingly.

Sincerely,

[Signature]
7390 Cleveland St.
Hollywood, FL 33024

1/28/97
[Signature]

ARTICLES OF INCORPORATION
for
MILLENNIA FINE ARTS, INC.
7390 Cleveland Street,
Hollywood, FL 33024

97 JUN 21 PM 9:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to and acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Millennia Fine Arts, Inc. and the initial address of this corporation shall be, 7390 Cleveland Street, Hollywood, Florida 33024

ARTICLE II

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

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Per Value	Class of Stock
Authorized	Per Share Stock	
100	\$1.00	Common

Donald D'Anthony shall be the initial Share holder (50%)
along with
Rosemarie Campbell be the other Share holder (50%)

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be 7390 Cleveland Street, Hollywood, Florida 33024, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Rosemarie Campbell.

ARTICLE VI

This corporation shall have 2 director(s) initially. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Donald D'Anthony
7390 Cleveland Sreet
Hollywood, Fl 33024

Rosemarie Campbell
7390 Cleveland Street
Hollywood, Fl 33024

ARTICLE VII

The corporation shall have 2 officer(s) initially. The name and street address of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Donald D'Anthony (President)
7390 Cleveland Street
Hollywood, Fl 3302

Rosemarie Campbell (Vice President)
7390 Cleveland Street
Hollywood, Fl 33024

ARTICLE VIII

The name and address of the incorporator is, Jennifer Aitcheson, 7390 Cleveland Street, Hollywood, Fl 33024

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

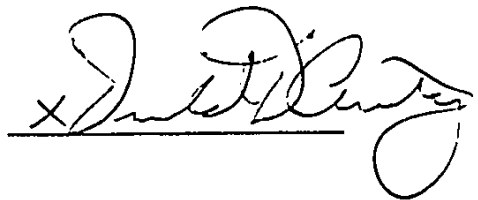
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

A handwritten signature in dark ink, appearing to read 'Jennifer Aitcheson', is written over a horizontal line. The signature is stylized with a large, looping 'J' and 'A'.

STATE OF FLORIDA)
) SS:
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared
to me known to be the person described in and who executed the foregoing Articles of
Incorporation, who, after being duly sworn under oath, acknowledged before me that he
executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and county aforesaid this day
of



Notary Public,
State of Florida at Large

My commission expires:



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

Millennia Fine Arts , Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with registered office as indicated in the Articles of Incorporation at 7390 Cleveland Street , Hollywood , Fl 33024 has named Rosemarie Campbell located at the aforesaid address its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



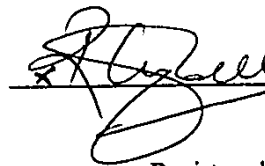
MICHAEL A. AITCHISON
COMMISSION # CC 476114
EXPIRES JUN 25 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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

In compliance with the laws of Florida, the following is submitted:

First, that Millennia Inc. desiring to organize under the laws of the State of Florida, has named Rosemarie Campbell, 7390 Cleveland Street, Hollywood, FL 33024 of its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.



Registered Agent

DATED: This 10TH day of January
1996

FILED
JAN 21 PM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 10TH day of January, 1996 by ROSEMARIE CAMPBELL who is personally known to me or who has produced D/L of Florida as identification and who did/did not take an oath.



NOTARY PUBLIC

My commission expires:

 **MICHAEL A. AITCHESON**
COMMISSION # CC 478114
EXPIRES JUN 25 1999
BONDED THRU
ATLANTIC BONDING CO., INC.