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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MILLENNIUM PROPERTIES, INC.

AUDIT NUMBER.....H97000002463

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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OF

MILLENNIUM PROPERTIES (MIAMI), INC.

I, the undersigned, hereby associate myself for the purposes of becoming a corporation under the laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, and liabilities of corporation for profit in accordance with the "Florida Business Corporation Act", Chapter 607, of the Florida Statutes, as last amended.

ARTICLE ONE

The name of this corporation shall be ~~MILLENNIUM~~ **PROPERTIES** (MIAMI), INC.

ARTICLE TWO

The principal office and/or mailing address of the corporation is:

9200 South Dadeland Boulevard
Suite 617
Miami, Florida 33156

ARTICLE THREE

The total number of shares of stock that may be issued is 1,000 shares of common stock at \$1.00 par value. All of said stock may be issued for consideration consisting of any

George S. S. S. S. S.

DADELAND TOWERS NORTH - SUITE 617 / 9200 SOUTH DADELAND BOULEVARD, MIAMI, FLORIDA 33156 / (305) 670-8206

THIS DOCUMENT PREPARED BY:
JERRY GREEN, ESQUIRE
JERRY GREEN, P.A.
9200 South Dadeland Blvd.
Suite 617
Miami, FL 33156
(305) 670-8206
F.B.N. 162282

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tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation so long as the Board of Directors has determined that the consideration received or to be received for the shares to be issued is adequate.

ARTICLE FOUR

The Registered Agent of this corporation shall be JERRY GREEN, and the registered office of this corporation shall be 9200 South Dadeland Boulevard, Suite 617, Miami, Florida 33156.

ARTICLE FIVE

The name and address of the Incorporator is as follows:

JERRY GREEN
9200 South Dadeland Boulevard
Suite 617
Miami, Florida 33156

ARTICLE SIX

The purpose of this corporation is to do any and all things authorized under the laws of the State of Florida, and in addition, this corporation shall have all those powers enumerated in Chapter 607.0302 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 4 day of February, 1997.


JERRY GREEN, Incorporator

Harry Incarn. P.S.

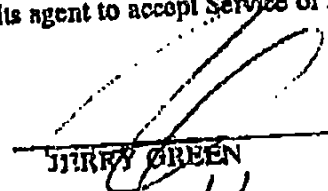
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EMPIRE CORPORATE KIT

P.08/08

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

MILLENNIUM PROPERTIES, INC. desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at 9200 South Dadeland Blvd.,
Suite 617, Miami, Florida 33156 has named JERRY GREEN located at 9200 South
Dadeland Blvd., Suite 617, Miami, Florida 33156, as its agent to accept Service of Process
within the State of Florida.


JERRY GREEN

Dated: 2/7/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN
THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


JERRY GREEN

Dated: 2/7/97

(F:\WPDOCS\CORP\MILLENNIUM\ARTICLES)

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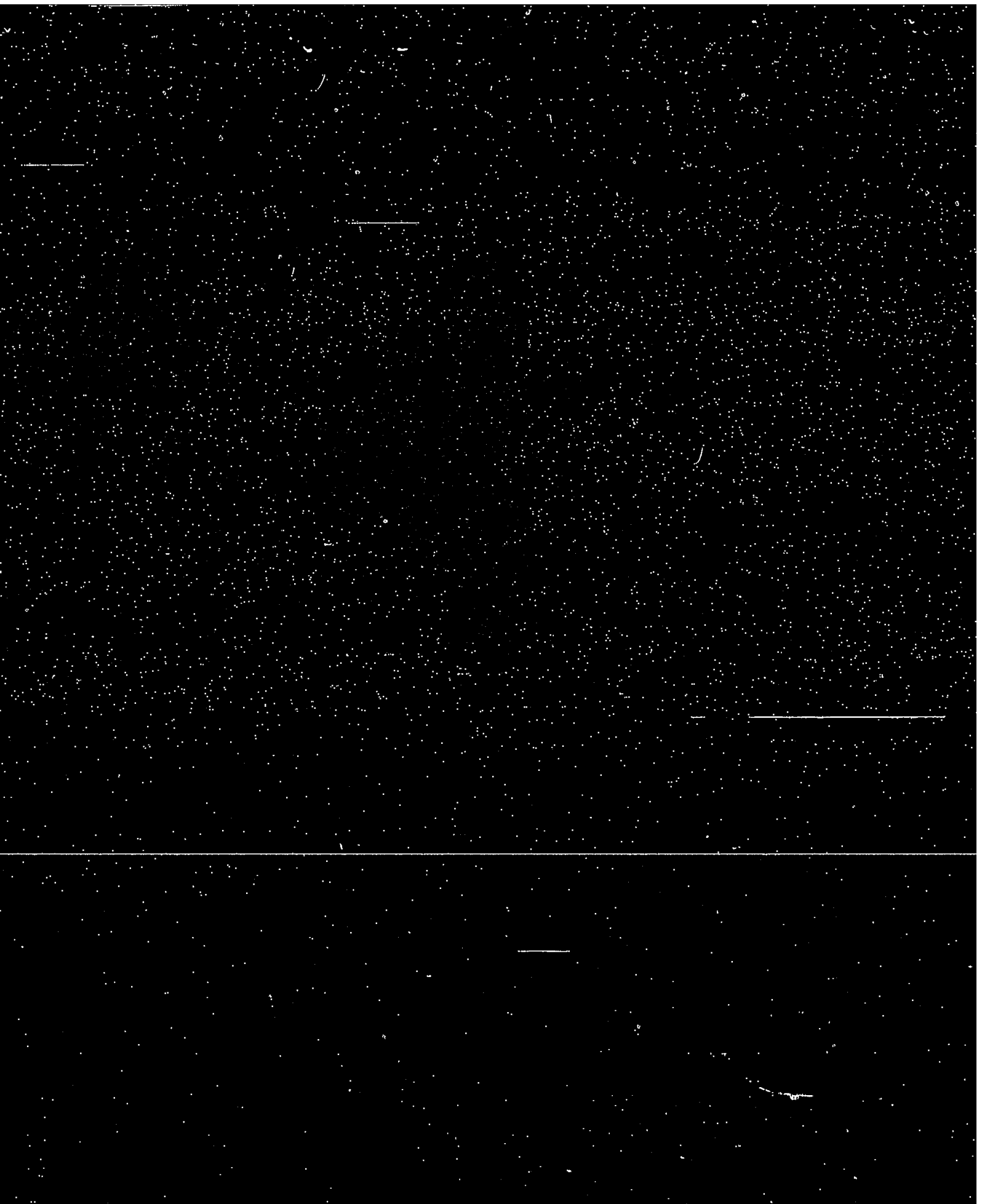
Jerry Green, P.D.

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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

2/19/97

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ARTICLES OF INCORPORATION
OF
GEORGANNE'S PARLOR, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is:

GEORGANNE'S PARLOR, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3333 CURRYFORD ROAD
ORLANDO, FL 32806

ARTICLE THREE

DURATION

The duration of the Corporation is perpetual. The effective date of this Corporation is February 19, 1997.

ARTICLE FOUR

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FIVE

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 10,000, all of which shall be common shares with no par value.

ARTICLE SIX

The street address of the initial Registered Office of the Corporation is 435 East SR-434, Suite 300, Longwood, Florida 32750-5219 and the name of the initial Registered Agent at such address is GEORGE HODGES.

ARTICLE SEVEN

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The initial Director will be GEORGANNE VENTRELLO and will so serve until elections are held at the next meeting of the shareholders.

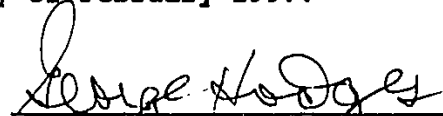
ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator is:

GEORGE HODGES
435 EAST SR 434, SUITE 300
LONGWOOD, FLORIDA 32750-5219
(407) 830-6773

The undersigned Incorporator has executed these Articles of Incorporation this 19th day of February 1997.


Incorporator, GEORGE HODGES

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DIVISION OF CORPORATIONS

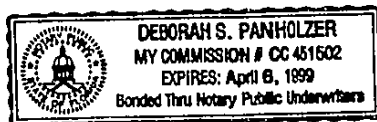
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STATE OF FLORIDA

County of Seminole

On this 19th day of February, 1997, before me personally appeared GEORGE HODGES known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Deborah S. Panholzer
NOTARY PUBLIC, DEBORAH S. PANHOLZER
#CC451502
My Commission Expires: 4-06-99

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is:

GEORGANNE'S PARLOR, INC.

The name and address of the registered agent and office is:

GEORGE HODGES
435 East SR 434, Suite 300
Longwood, FL 32750-5219

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATE: This 19th day of February, 1997.

George Hodges
Registered Agent, GEORGE HODGES