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JENSEN & HOULD  
ATTORNEYS AT LAW  
708 NORTH THIRD STREET  
POST OFFICE BOX 50457  
JACKSONVILLE BEACH, FLORIDA 32240-0457

Alan C. Jensen  
Stephen A. Hould

Telephone (904) 246-2500  
Fax (904) 246-9960

July 18, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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97 JUL 21 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-07/21/97-01086-024  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Millennium Resources Corporation International

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

JENSEN & HOULD



Stephen A. Hould

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TALLAHASSEE, FLORIDA

Lois  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT CORP. NAME  
DATE 7-23-97  
DOC. EXAM JH

SAH/lb

QN 7-23-97

**ARTICLES OF INCORPORATION**  
**OF**  
**MILLENNIUM RESOURCES CORPORATION INTERNATIONAL**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: Millennium Resources Corporation, International

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation, which is also the mailing address of the corporation, is 708 N. Third Street, Jacksonville Beach, FL 32250.

**ARTICLE III. DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV. PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of

notice from the corporation.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 708 N. Third Street, Jacksonville Beach, FL 32250, and the name of the initial registered agent at such address is Stephen A. Hould.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows: Stuart Spivak, 108 Kings Grant, Ponte Vedra Beach, FL 32082; and Linda J. Solway, 108 Kings Grant, Ponte Vedra Beach, FL 32082.

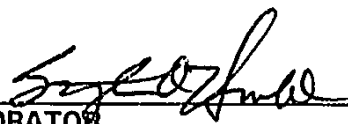
#### **ARTICLE VIII. INCORPORATOR**

The name and address of the corporation's Incorporator is Stephen A. Hould, Esquire, 708 N. Third Street, Jacksonville Beach, FL 32250.

#### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

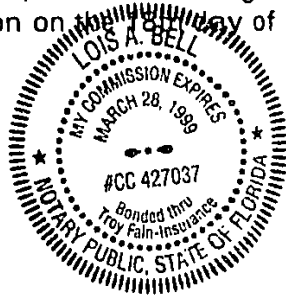
IN WITNESS WHEREOF, I have subscribed my name this 18th day of July, 1997.

  
\_\_\_\_\_  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Stephen A. Hould, to me well known to be the person described as incorporator, or who has produced N/A as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 18th day of July, 1997.

(Seal)



Lois A. Bell  
NOTARY PUBLIC, State of Florida

CERTIFICATE

In compliance with Florida Statutes the following is submitted:

That Millennium Resources Corporation, <sup>International,</sup> desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 708 N. Third Street, Jacksonville Beach, County of Duval, State of Florida, has named Stephen A. Hould, Esquire, 708 N. Third Street, Jacksonville Beach, FL 32250, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Stephen A. Hould, Esquire.

Stephen A. Hould  
STEPHEN A. HOULD

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