

PA71000065080

TRANSMITTAL LETTER

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

600002205606--7
-06/09/97--01067--007
****122.50 ****122.50

SUBJECT: ~~Millennia Marketing, Inc~~
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FILED
STATE
CORPORATIONS
07 JUN 30 04 31:05

FROM: Joel A. Shor, CPA
Name (printed or typed)

3164 St. Annes Place
Address

Boca Raton, Florida 33496
City, State & Zip

561-994-3315
Daytime Telephone number

611-
W97-13609
502-

NOTE: Please provide the original and one copy of the articles.

7/28/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 27 PM 3:05

July 1, 1997

JOEL A. SHOR, CPA
3164 ST. ANNES PLACE
BOCA RATON, FL 33496

SUBJECT: MILLENNIA MARKETING, INC.
Ref. Number: W97000013609

We have received your document for MILLENNIA MARKETING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 397A00034472

7/23/97

PLEASE PROCESS AS CYCLESMITH, INC.
INSTEAD OF MILLENNIA MARKETING, INC.

THANK YOU

JOEL SHOR
561-994-3315



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 22 PM 3:55

June 10, 1997

JOEL A. SHOR, CPA
3164 ST. ANNES PLACE
BOCA RATON, FL 33496

SUBJECT: MILLENNIA MARKETING, INC.
Ref. Number: W97000013609

We have received your document for MILLENNIA MARKETING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00031254

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 22 10 06 AM '66

ARTICLES OF INCORPORATION
OF
CYCLESMITH, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.194 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1- NAME AND MAILING ADDRESS

THE NAME OF THIS CORPORATION IS CYCLESMITH, INC. THE MAILING ADDRESS IS GREG SMITH, 1650 N.W. 128TH DRIVE, APT 202, SUNRISE, FLORIDA 33323.

ARTICLE 2 - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE THESE ARTICLES ARE FILED WITH THE DEPARTMENT OF STATE.

ARTICLE 3- PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSE: MARKETING AND SALES AND ANY OR ALL LAWFUL BUSINESS.

ARTICLE 4- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED " COMMON SHARES ".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

THE STREET AND THE MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1650 N.W. 128TH DRIVE, APT 202, SUNRISE, FLORIDA 33323 AND THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS GREG SMITH.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND MAILING ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS: GREG SMITH, 1650 N.W. 128TH DRIVE, APT 202, SUNRISE, FLORIDA 33323.

ARTICLE 7 - INCORPORATOR

THE NAME AND MAILING ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS : GREG SMITH, 1650 N.W. 128TH DRIVE, APT 202, SUNRISE, FLORIDA 33323.

ARTICLE 8- RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNT OF THE SET OPPOSITE THEIR NAME:

GREG SMITH

100 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION. ALL UNISSUED SHARES OF STOCK MUST BE GRANTED WITH UNANIMOUS APPROVAL, OF THE BOARD OF DIRECTORS PRIOR TO THEIR INSURANCE, IF AT ALL.

ARTICLE 9- BYLAWS

THE POWER TO ADOPT ,ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE 10- POWERS

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.


ARTICLE 11- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE 12- AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF , THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 6th DAY OF June, 1997.



GREG SMITH



WITNESS

ACCEPTANCE OF REGISTERED AGENT

OF

CYCLES MITH, INC.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED, I HEREBY ACCEPT THE ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF CHAPTER 48. 091, FLORIDA STATUES, RELATIVE TO KEEPING OPEN SAID OFFICE.



GREG SMITH



WITNESS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 3:06