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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 15 PM 2:43

TRANSMITTAL LETTER

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

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-08/15/97--01040--023
****122.50 ****122.50

SUBJECT: Millennium Development Corporation

I enclose an original and One copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 122.50.

From: Wayne Rosier
Name
146 2nd St. N. , Ste 301
Address
St. Petersburg, FL 33701
City State Zip
(813) 894-8396
Telephone Number

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ARTICLES OF INCORPORATION
OF

Millennium Development Corporation

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: CORPORATE NAME

The name of the Corporation is:

Millennium Development Corporation

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be One Million Five Hundred Thousand shares having a par value of one dollar (\$1.00) per share. (1,500,000) Each of the said shares of stock will be Common Stock and will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT -

The initial registered agent and office of the Corporation will be:

WAYNE ROSIER
314 N EXCELDA AVE (211 S. Bradford Ave, After 9/15/97)
TAMPA, FL 33609

The initial street address of the principal office of the Corporation in the State of Florida will be:

Millennium Development Corporation
146 2nd St. N., Ste 301
St. Petersburg, FL 33701

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation will have three directors initially. The number of directors may be either increased or diminished from time to time by the By-laws. The name and street address of each person who is to serve as a member of the initial Board of Directors is:

WAYNE ROSIER
314 N EXCELDA AVE (211 S. Bradford After 9/15/97)
TAMPA, FL 33609

Elton E. Jones
1446 N. Admiral Woodson Lane
Clearwater, FL 33755

Timothy L. Ware
5807-A Erin Ln. S.
St. Petersburg, FL 33712

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

WAYNE ROSIER
314 N EXCELDA AVE (211 S. Bradford After 9/15/97)
TAMPA, FL 33609

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

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**CERTIFICATE OF REGISTERED AGENT
OF**

Millennium Development Corporation

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

The above corporation, desiring to organize under the laws
of the State of Florida with its registered office as
indicated in the Articles of Incorporation

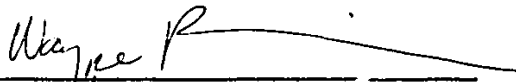
at 314 N EXCELDA AVE (211 S. Bradford Ave After 9/15/97)
TAMPA, FL 33609

has named WAYNE ROSIER

located at the aforesaid address, as its Registered Agent,
to accept service of process within this state.

ACKNOWLEDGEMENT

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.



Registered Agent