

Document Number Only

**P97000073632**

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
97 AUG 25 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000002276010--2  
-08/25/97--01062--044  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

USH Millennium Ventures Corp.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

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☐ Other

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8/25/97

97 AUG 25 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

K.R. AUG 25 1997

State of Florida  
Articles of Incorporation  
of

USH Millennium Ventures Corp.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: USH Millennium Ventures Corp.

SECOND: The street address of the principal office of the corporation and its mailing address is:

1800 West Loop South, Suite 1900, Houston, Texas, 77027

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000).

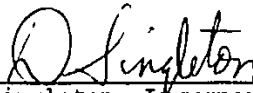
FOURTH: The street address of the initial registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The name and address of each incorporator is:

D. Singleton

811 Dallas Ave., Houston, Texas 77002

The undersigned have executed these articles of incorporation this August 22, 1997.

  
D. Singleton, Incorporator

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TALLAHASSEE, FLORIDA

Acceptance by the Registered Agent of

USH Millennium Ventures Corp.

as required in Section 607.0501

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated August 22, 1997

By

Victor Alfano  
(Type Name of Officer)

Asst. Secy.

(Title of Officer)

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TALLAHASSEE, FLORIDA

\* \* \* \* \*

STATEMENT OF INCORPORATORS

IN LIEU OF ORGANIZATION

MEETING

OF

USH Millennium Ventures Corp.

\* \* \* \* \*

The articles of incorporation of this corporation having been filed in the office of the Secretary of State, the undersigned, being all of the incorporators named in said articles, do hereby state that the following actions were taken on this day for the purpose of organizing this corporation:

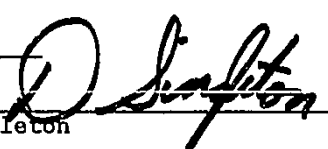
1. Bylaws for the regulation of the affairs of the corporation were adopted by the undersigned incorporators and were ordered inserted in the minute book immediately following the copy of the articles of incorporation and before this instrument.

2. The following persons were elected as directors to hold office until the first annual meeting of shareholders or until their respective successors are elected and qualified:

Richard G. Slaughter

3. The board of directors was authorized, in its discretion, to issue the shares of the capital stock to the full amount or number of shares authorized by the articles of incorporation, in such amounts and for such considerations as from time to time shall be determined by the board of directors and as may be necessary for the business of the corporation and as may be permitted by law.

Dated August 22, 1997

  
\_\_\_\_\_  
D. Singleton

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1:21 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000013995 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CONTINENTAL SALES & MARKETING GROUP, INC.

AUDIT NUMBER.....H97000013995

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

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ARTICLES OF INCORPORATION

OF

CONTINENTAL SALES & MARKETING GROUP, INC.

97 AUG 25 PM 4:05  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is CONTINENTAL SALES & MARKETING GROUP, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 7845 NW 148th Street, Miami Lakes, FL 33016 and the mailing address is 7960 A Lexington Club Blvd., Delray Beach, FL 33446.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ANNETTE ANDREWS, ESQ.  
55 N. W. SEVENTH AVENUE  
AMI, FL 33150  
561 751-8934  
R #: 0076124

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ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any 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.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office, is 7960 A Lexington Club Blvd., Delray Beach, FL 33446, and the registered agent at that office is BARRY SHAPIRO.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

BARRY SHAPIRO  
7960 A Lexington Club Blvd.  
Delray Beach, FL 33446

HOWARD JAMES  
5845 North Sable Circle  
Margate, FL 33083

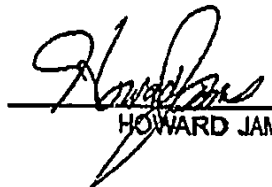
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ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

HOWARD JAMES  
5845 North Sable Circle  
Margate, FL 33063

IN WITNESS WHEREOF, I, HOWARD JAMES, the undersigned Incorporator, have signed these Articles of Incorporation on this 25 day of August, 1997, and acknowledged the same to be my act.

  
HOWARD JAMES

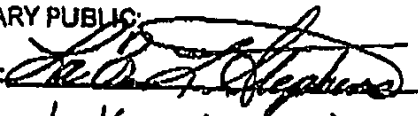
STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 25 day of August, 1997 by HOWARD JAMES, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN:



PRINT:

LAVERNE L. STEPHENS  
STATE OF FLORIDA AT LARGE



Laverne L. Stephens  
My Commission CC807108  
Expires December 11, 2000

J:\ARTICLES\1007\CONTIN.WPD

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

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CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—That CONTINENTAL SALES & MARKETING GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office 7845 NW 148TH STREET, as indicated in the Articles of Incorporation at City of MIAMI LAKES, County of DADE, State of Florida, has named BARRY SHAPIRO, at 7960 A LEXINGTON CLUB BLVD, in the City of DELRAY BEACH County of PALM BEACH, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

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 obligations of my position as registered agent.

BY: 

BARRY SHAPIRO

DATE:  25-92

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