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ACCOUNT NO. : 072100000032

REFERENCE : 519528 7103152

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 5, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 519528-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Linda C. Brinkman
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

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09/05/97-01101--013
***122.50 ***122.50

DOMESTIC FILING

NAME: MILLENNIUM COMMUNITIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 SEP -5 PM 2:54
TALLAHASSEE, FLORIDA

SN SEP -5 1997

ARTICLES OF INCORPORATION
OF
MILLENNIUM COMMUNITIES, INC.

FILED

97 SEP -5 PM 2:54

SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the Corporation is: **MILLENNIUM COMMUNITIES, INC.** , a Florida corporation.

ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS

The aggregate number of shares which this Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, the par value of each such share being ONE CENT (\$.01).

ARTICLE III
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors is as follows:

Name

Address

Terri Stewart

10641 Airport Road North
Suite 28
Naples, FL 34109

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors is as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President, Vice President, Secretary and Treasurer,	Terri Stewart	10641 Airport Road North Suite 28 Naples, FL 34109

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Kevin G. Coleman, Esquire, whose address is:
4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

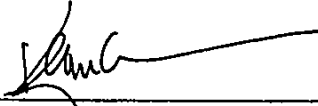
The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman, Esquire.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be:

10641 Airport Road North
Suite 28
Naples, FL 34109

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 4th day of September, 1997.



Kevin G. Coleman,
Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **Millennium Communities, Inc.**, desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business located at (Florida Address) ., has named
Kevin G. Coleman, Esquire, located at 4001 Tamiami Trail North, Suite 300, Naples, Florida
34103, as its registered agent to accept service of process within Florida.

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 agree to 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.

Dated: September 4, 1997

Kevin G. Coleman

FILED
97 SEP -5 PM 2:54
TAMPA
FLORIDA