



P 97 000094852

ACCOUNT NO. : 072100000032

REFERENCE : 587458 7138960

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
97 NOV -3 AM 11:36
TALLAHASSEE, FLORIDA

ORDER DATE : November 3, 1997

ORDER TIME : 1:50 PM

ORDER NO. : 587458-005

CUSTOMER NO: 7138960

CUSTOMER: James E. Perry, Esq
PERRY, HICKS & MCMILLAN, P.A.

219 Lime Avenue

Orlando, FL 32805

700002336557--3

-11/03/97-01104-011

****122.50 ****122.50

131.25

131.25

DOMESTIC FILING

NAME: NEW MILLENNIUM PARKING, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

DEPT OF STATE 4500453
FOR DEPOSIT ONLY
-11/03/97-01104-011
****131.25

RECEIVED
97 NOV -3 PM 2:43
TALLAHASSEE, FLORIDA
797-4493

NOV - 3 1997

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PERRY, HICKS & MCMILLAN, P.A.

ATTORNEYS & COUNSELORS AT LAW

JAMES E.C. PERRY*
REGINALD D. HICKS
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of Counsel
STANLEY E. FOSTER
Admitted in Georgia

POST OFFICE BOX 2248
ORLANDO FL 32802-2248

219 LIME AVENUE
ORLANDO FL 32805
TELEPHONE (407) 422-5758
TELECOPIER (407) 425-2380

October 29, 1997

by hand delivery - Prentice Hall

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation and Certificate of Incorporation for NEW MILLENIUM
PARKING, INC.

Dear Sir or Madam:

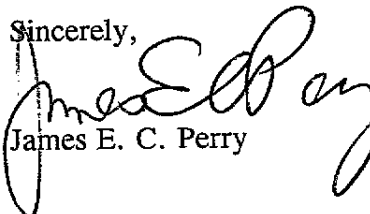
Enclosed please find the Articles of Incorporation for the above-referenced corporation.
I am also requesting a Florida Certificate of Incorporation for the above-referenced corporation.
I have enclosed a check for \$131.25 for the following:

| | |
|---------|--------------------------------------|
| \$35.00 | Filing fee |
| \$35.00 | Registered Agent Designation fee |
| \$52.50 | Florida Certificate of Incorporation |
| \$ 8.75 | Certificate of Good Standing |

Once these documents are completed, please contact Prentice Hall for pick-up.

If you have any questions or comments, please do not hesitate to contact me at (407) 422-5758. Thank you in advance for your cooperation.

Sincerely,



James E. C. Perry

JECP/cms
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: NEW MILLENNIUM PARKING, INC.
Ref. Number: W97000024937

RESUBMIT

Please give original
submission date as file date.

We have received your document for NEW MILLENNIUM PARKING, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00053177

RECEIVED
97 NOV -5 AM 10:46
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**NEW MILLENNIUM PARKING, INC.
(a Corporation for Profit)**

FILED
97 NOV -3 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Corporation, **NEW MILLENNIUM PARKING, INC.**, under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be **NEW MILLENNIUM PARKING, INC.**

ARTICLE II - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holder(s) of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 523 Westport Drive, Longwood, Florida 32750, and the name of the initial registered agent is THOMAS FLEWELLYN, and his signature below connotes acceptance of this designation.

ARTICLE VI - DIRECTORS

The initial Board of Directors and Officers shall consist of Four (4) members, who need not be residents of the State of Florida or a Shareholder of the Corporation.

The names and addresses of the persons who shall serve as officers until the first annual meeting of shareholders or until their successors have been elected and qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| Thomas Flewellyn | 1754 Markham Glen Circle Longwood FL 32779 |
| Keith E. Terrell | 934 Woodbourne Drive Atlanta GA 30310 |
| John R. Simpson | 523 Westport Drive Longwood FL 32750 |
| Ronnie V. Burns, Sr. | 4100 Touro Street, Suite 200 New Orleans LA 70122 |

ARTICLE VII - INCORPORATORS

The names and addresses of the initial incorporators are as follows:

NAME

Thomas Flewellyn

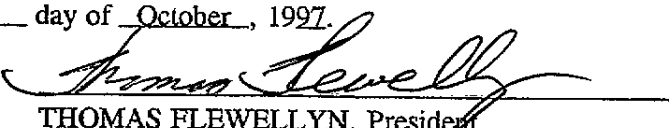
ADDRESS1754 Markham Glen Circle
Longwood FL 32779**ARTICLE VIII - AMENDMENTS**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the 30th day of October, 1997.


THOMAS FLEWELLYN, President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared, THOMAS FLEWELLYN, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that

he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at the aforesaid

State and County, this 30th day of October, 1997.



MICHELLE J DELANEY
My Commission CG43022
Expires Dec 28 1998
Bonded by ANB
800 852 5878

Michelle J. Delaney

NOTARY PUBLIC
My Commission Expires: 12/28/98

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, Florida Statutes, the following is submitted:

NEW MILLENNIUM PARKING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 523 Westport Drive, Longwood, Florida, State of Florida, has named THOMAS FLEWELLYN, located at 523 Westport Drive, Longwood, Florida 32750, as its agent to accept service of process within Florida.

Signature

Thomas Flewellyn

THOMAS FLEWELLYN

Title President

Date October 30, 1997

FILED
197 NOV -3 AM 11:36
TALLAHASSEE
FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

Thomas Flewellyn

THOMAS FLEWELLYN

Date:

October 30, 1997