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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: MILLENNIA MARKETING, INC. AUDIT NUMBER.....H97000020867 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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**ARTICLES OF INCORPORATION
OF
MILLENNIA MARKETING, INC.**

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

ARTICLE I - NAME

The name of this corporation is **MILLENNIA MARKETING, INC**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

1122 Russell Drive; Suite A; Highland Beach, FL 33487

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. Additionally, our mission is:

1. To provide our clients with a unique custom-made marketing methodology based on a step-by-step plan to reach the goals of the client in the most efficient way possible.
2. This step-by-step plan involves select principles arranged in a chronological order to communicate a flow of knowledge from beginning to end.
3. These steps are: (1) Rapport; (2) Quality; (3) Desire; (4) Solution; (5) Product; (6) Close; and (7) Reassurance.
4. Once implemented and the principles are manifested, the client company will receive the benefits of a streamlined business plan with higher levels of efficiency by reducing costs of doing business and most importantly, reducing weaknesses and maximizing strengths.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 200 shares of Common Stock, for a nominal or par value of \$1.00 per share.

Jeffrey S. Hochfelsen, Esquire., 2101 Corporate Blvd., NW, Suite 325, Boca Raton, FL 33431; Telephone 561 / 989-0202; Florida Bar No. 866709

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ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

Jeffrey S. Hochfelsen, Esquire
2101 Corporate Blvd., NW; Suite 325
Boca Raton, FL 33431

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation are:

David Schrand, 1122 Russell Drive; Suite A; Highland Beach, FL 33487
Melanie Campbell, 1122 Russell Drive; Suite A; Highland Beach, FL 33487

ARTICLE VIII - INCORPORATOR

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

Jeffrey S. Hochfelsen, Esquire
2101 Corporate Blvd., NW; Suite 325
Boca Raton, FL 33431

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE X - I.R.C. STOCK PROVISION

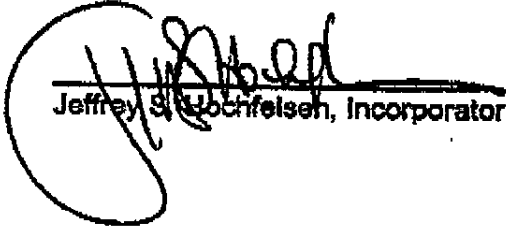
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XI - 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 the same reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 17 day of December, 1997.


Jeffrey S. Hochfelsen, Incorporator

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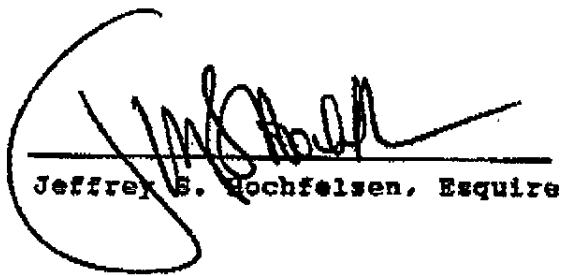
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
MILLENNIA MARKETING, INC.

2. The name and street address of the registered agent and office is: Jeffrey S. Hochfelsen, Esquire
2101 Corporate Blvd., NW; Suite 325
Boca Raton, FL 33431

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.


Jeffrey S. Hochfelsen, Esquire

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