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MACFARLANE FERGUSON

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: MACFARLANE FERGUSON & MCMULLEN  
CONTACT: ROSALYN GIBBS  
PHONE: (813)273-4261

ACCT#: 076077001654

FAX #: (813)273-4396

NAME: ~~MILLENNIUM HEALTH CARE, INC.~~  
ALTERNATIVES, Inc.

AUDIT NUMBER.....H97000021121

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

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION  
OF  
MILLENNIUM ALTERNATIVES, INC.**

**ARTICLE I**

Name and Address

The name of this corporation is MILLENNIUM ALTERNATIVES, INC., whose place of business is located at 625 Court Street, Suite 200, Clearwater, Pinellas County, FL 33756.

**ARTICLE II**

Duration

The term of existence of this corporation shall be perpetual.

**ARTICLE III**

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The

Harry S. Cline, Esq.  
Florida Bar No. 0133526  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(813) 441-8966

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consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Suite 200, Clearwater, FL 33756 and the name of the initial registered agent of this corporation at that address is HARRY S. CLINE.

#### ARTICLE VI

##### Initial Board of Directors and Officers

This corporation shall have one (1) director and one (1) officer initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Walter K. Furman	1427 Cedar Bay Lane Sarasota, FL 34231	Director/President

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## ARTICLE VII

### Incorporator

The name and address of the person signing these Articles is:

Name

Harry S. Cline

Address

625 Court Street,  
Suite 200  
Clearwater, FL 33756

## ARTICLE VIII

### Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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## ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

## ARTICLE XI

Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of December, 1997.

  
Incorporator **HARRY S. CLINE**

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STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer ~~duly authorized to administer oaths and take acknowledgments~~, HARRY S. CLINE, II, to ~~me personally known or who has produced~~ N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

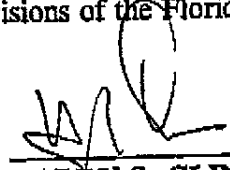
WITNESS my hand and official seal at Clearwater, said County and State, this 24<sup>th</sup> day of December, 1997.

SHARON K. BROWN  
Notary Public, State of Florida  
My Comm. Expires April 13, 1998  
No. CC 364323 Alliance

  
Notary Public  
Print Name: SHARON K. BROWN  
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENTACKNOWLEDGMENT:

Having been named to accept service for process for MILLENNIUM ALTERNATIVES, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
HARRY S. CLINE

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