

**METCARE**<sup>SM</sup>

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State of Florida  
Department of State  
Division of Corporations  
New Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for New Millennium Partners, Inc., and Axiom Partners, Inc. and a check made payable to the Department of State for Two hundred forty-five (245) dollars for the filing fees for both corporations.

Please file the enclosed Articles of Incorporation for both corporations and return a certified copy of each to my attention at the below-referenced address.

Please contact me with any questions at 561-416-9484.

Sincerely,

*Lorie A. Cartwright*  
Lorie A. Cartwright

Enclosure  
/lac

FILED  
98 MAR 3 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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9/13-4-98

ARTICLES OF INCORPORATION  
OF  
NEW MILLENNIUM PARTNERS, INC.

FILED  
98 MAR -3 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be New Millennium Partners, Inc. The principal place of business shall be 1702 East Terrace Drive, Lake Worth, Florida 33460.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, nation or planet.

ARTICLE III. CAPITAL STOCK

A. Common Stock

1. The aggregate number of shares which the Corporation shall have the authority to issue is 100,000 shares of Common Stock, \$ 0.001 par value per share.
2. The authorized amount of shares of Common Stock may, without a class vote be increased or decreased from time to time by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote thereon.

ARTICLE IV. ADDRESS

The street address of the Corporation is 1702 East Terrace Drive, Lake Worth, Florida 33460.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This Corporation shall have two (2) directors initially. The names and addresses of the initial members of the Board of Directors are:

Donald B. Cohen	1702 East Terrace Drive, Lake Worth, Florida 33460
Noel J. Guillama	1702 East Terrace Drive, Lake Worth, Florida 33460

ARTICLE VII. INCORPORATOR

The names and addresses of the incorporators to these Articles of Incorporation are:

Donald B. Cohen  
1702 East Terrace Drive, Lake Worth, Florida 33460

Noel J. Guillama  
1702 East Terrace Drive, Lake Worth, Florida 33460

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1702 East Terrace Drive, Lake Worth, Florida 33460, and the name of the initial registered agent of this Corporation at that address is: Noel J. Guillama.

ARTICLE IX

INDEMNIFICATION

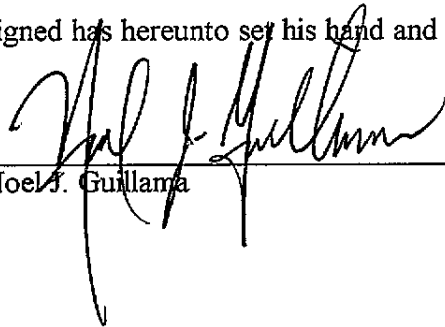
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENTS

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14<sup>th</sup> day of January 1998.

  
\_\_\_\_\_  
Noel J. Guillama

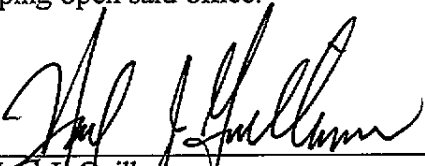
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

New Millennium Partners, Inc., desiring to organize under the laws of the State of Florida with its principal street address, as indicated in the Articles of Incorporation, in Lake Worth, County of Palm Beach, State of Florida, has named Noel J. Guillama, 1702 East Terrace Drive, Lake Worth, Florida 33460, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for New Millennium Partners, Inc., and I agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.

  
\_\_\_\_\_  
Noel J. Guillama

FILED  
98 MAR -3 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA