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THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 787184 7127773

AUTHORIZATION : Valuice

COST LIMIT :

ORDER DATE: April 20, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 787184-005

CUSTOMER NO: 7127773

CUSTOMER: Darrin Phillips, Esq

DARRIN M. PHILLIPS, P.A.

Suite 200

350 5th Avenue South Naples, FL 34102

100002493251--8

DOMESTIC FILING

NAME:

MILLENNIUM PROFESSIONAL

SERVICES, 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: Brenda Phillips

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF



MILLENNIUM PROFESSIONAL SERVICES, INC.

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:

Millennium Professional Services, Inc.

The principal place of business and mailing address of this corporation shall be:

2022 Prince Drive Naples, Florida 34110

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE IV REGISTERED AGENT

Initial registered office of the corporation shall be:

350 5th Avenue South, Suite 200 Naples, Florida 34102

and the name of the initial registered agent shall be:

DARRIN M. PHILLIPS

ARTICLE V EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI PREEMPTIVE RIGHTS

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

ARTICLE VII SPECIAL PROVISION

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

ARTICLE VIII ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX OFFICERS AND DIRECTORS

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X INCORPORATOR

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

Darrin M. Phillps Darrin M. Phillips, P.A. 350 5th Avenue South, Suite 200 Naples, Florida 34102

hand and seal on this / day of April, 1998.
Darrin M. Phillips Incorporator
STATE OF FLORIDA COUNTY OF COLLIER
The foregoing instrument was acknowledged before me this day of April, 1998, by Darrin M. Phillips (10) who is personally known to me or (10) who has produced as identification.
Signature, Notary Public
Fruil L. Will Print Name, Notary Public

98 APR 20 AM 12: 41

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Darrin M. Phillips