

*PP 800082852*

OFFICE USE ONLY (Document #)

FILED  
98 SEP 24 AM 11 16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LEZARUS CORPORATE FILING SERVICE, INC.  
(Requestor's Name)  
3320 S.W. 87th AVENUE  
(Address)  
MIAMI, FLORIDA (305)552-5973  
(City, State, Zip) (Phone #)  
LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- MILLENIUM A.M., INC. (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 888802647996-8
- \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) -09/24/98-01039-007  
\*\*\*\*122.50 \*\*\*\*122.50
- \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

- Walk in     Pick up time 2:00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

RECEIVED  
98 SEP 24 AM 10: 29  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*9/24*

Examiner's Initials \_\_\_\_\_

ARTICLES OF INCORPORATION  
FOR  
MILLENIU A.M., INC.

98 SEP 24 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

This undersigned, a natural person, and duly licensed for financial advisory services in the State of Florida, does hereby form a corporation under the Florida Professional Services Corporation Act and other laws of the State of Florida.

ARTICLE ONE

The name of the Corporation is MILLENIU A.M., INC.

ARTICLE TWO

The purpose for which the Corporation is organized is to perform financial advisory services. Subject to the laws of the State of Florida regarding Professional Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Professional Corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the Corporation is authorized to issue and have at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE FOUR

The existence of the Corporation shall be perpetual.

**ARTICLE FIVE**

The street address of the principle office of the Corporation and the Corporation's initial registered office is 731 CRANDON BOULEVARD, SUITE 308, KEY BISCAYNE, FLORIDA 33149, and the initial Registered Agent at that address is PEDRO E. PENZINI.

**ARTICLE SIX**

The Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than ten.

**ARTICLE SEVEN**

The names and street addresses of the member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

<b>NAME</b>	<b>ADDRESS</b>
PEDRO E. PENZINI	731 CRANDON BOULEVARD / #308 KEY BISCAYNE, FL 33149
ISABEL C. PENZINI	731 CRANDON BOULEVARD / #308 KEY BISCAYNE, FL 33149

**ARTICLE EIGHT**

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

**ARTICLE NINE**

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

**ARTICLE TEN**

The name and street address of the person signing these articles is:

**NAME**

**ADDRESS**

PEDRO E. PENZINI

731 CRANDON BOULEVARD / #308  
KEY BISCAYNE, FL 33149

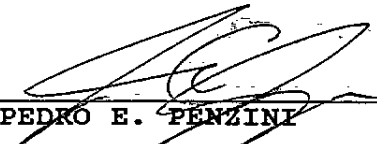
**ARTICLE ELEVEN**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE TWELVE

The initial By--Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED at Miami, Dade County, Florida, this 23 day of September, 1998.

  
\_\_\_\_\_  
PEDRO E. PENZINI

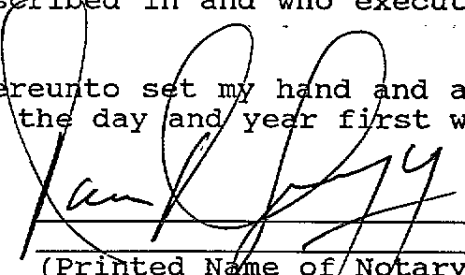
STATE OF FLORIDA)  
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23 day of September, 1998, by PEDRO E. PENZINI, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of MILLENIUM A.M., INC., who is personally known to me as the person described in and who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida the day and year first written above.



Ramon R. Gonzalez  
MY COMMISSION # CC571587 EXPIRES  
October 9, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
(Printed Name of Notary)

Serial Number of Notary  
Notary Public  
State of Florida  
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

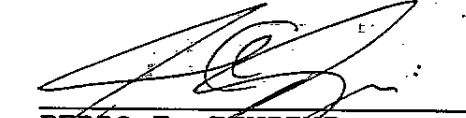
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

MILLENIUM A.M., INC. desiring to organize under the laws of the State of Florida, hereby designates PEDRO E. PENZINI, as its Registered Agent and 731 CRANDON BOULEVARD, SUITE 308, KEY BISCAYNE, FLORIDA 33149 as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

  
PEDRO E. PENZINI  
(REGISTERED AGENT)

**FILED**  
98 SEP 24 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA