

P99000003585

January 9, 1999

Florida Secretary of State  
New Corporations Division  
400 S. Monroe Street  
Tallahassee, Fl. 32399

Enclosed Please find two original copies of the articles of incorporation for Millennium Consulting Services Inc. Pursuant to a phone conversation on January 5, 1999 this name was still available.

Also enclosed are three checks; one for the amount of \$35 for Articles of Incorporation, one for \$35 for Designation of and Acceptance by Registered Agent, and one for \$52.50 for Certified Copy of Document.

If there are any problems with this request I would like to be notified at (561) 852-8552.

Thanking you in advance for your cooperation in a timely response.

*Danielle A. Crooks*

Danielle A. Crooks

Director  
Millennium Consulting Services Inc.  
P.O. Box 970633  
Boca Raton, Fl 33497-0633

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**MILLENNIUM CONSULTING SERVICES, INC.**

The undersigned subscribers, desiring to form a corporation, hereby make, sign and subscribe to these Articles of Incorporation, in order to form a corporation under the Law of the State of Florida.

**I.**

NAME: The name of the Corporation is Millennium Consulting Services, Inc.

**II.**

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: To provide financial, business and investment consultation and advise and to provide support for businesses in establishing, maintaining, and upgrading computer systems to support operations in general and to deal with year two thousand issues related to computer systems.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the Laws of the State of Florida and enumerated in these Articles of specific powers and objectives shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principles, agents, contractors or otherwise.

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TALLAHASSEE, FLORIDA

III.

TERM OF EXISTENCE: This corporation is to exist perpetually.

IV.

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 10329 185<sup>th</sup> Street South, Boca Raton, Florida 33498; and the name and address of the initial registered agent of this corporation is Danielle A. Crooks, 10329 185<sup>th</sup> Street South, Boca Raton, Florida 33498.

The corporation may change its registered office or registered agent pursuant to the provisions of Florida Statutes sec. 607.0502.

V.

CORPORATE MANAGEMENT: The business of the corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors. That by reason of election, the stockholders of this corporation shall be deemed Directors of this corporation. Any action of the stockholders may be taken without a meeting in accordance with the provisions of Florida Statutes sec. 607.0704. The stockholders of this corporation be, and they are hereby empowered and authorized to exercise corporate powers prescribed and designated to Board of Directors pursuant to Florida Statutes sec. 607.111, and that in addition to those powers enumerated under Florida Statutes secs. 607.0801; 607.08101 and 607.0830, the stockholders are empowered and authorized to do the following additional acts:

- (a) Manage the business of the corporation;
- (b) Declare and pay dividends or division of the profits of the corporation;
- (c) Designate who shall be the officers or directors or both of the corporation;
- (d) Impose and establish restrictions on transfer of stock and the terms and

conditions thereof;

(e) Establish and determine voting requirements, including the requirements of unanimous voting of stockholders or directors;

(f) Establish the terms and conditions of employment of stockholders by the corporation;

(g) Provide for arbitration and terms and conditions of arbitration of issues as to which the stockholders are deadlocked in voting power, or as to which the directors are deadlocked and the stockholders are unable to break the deadlock; and

(h) To embody the foregoing items (a) through (g) inclusive, in the By-Laws of the corporation or in a side-agreement in writing in accordance with Florida Statutes chapter 607.

#### VI.

**DIRECTORS:** This corporation shall have a Board of Directors consisting of one (1) Director. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws adopted by the stockholders. To the extent that any authorization or power is extended to a Director pursuant to Florida Statutes, said powers shall be exercised by the stockholders of this corporation. The name and address of each individual serving as the initial Board of Directors is:

Danielle A. Crooks  
P.O. Box 970633  
Boca Raton, Florida 33497-0633

#### VII.

**AMENDMENT:** 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 stockholders, and approved at a stockholders' meeting by a majority of the stock

#### VIII.

There will be ONE share of stock.

entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal this 09 day of January, 1999.

Danielle A. Crooks (L.S.)  
DANIELLE A. CROOKS, Director

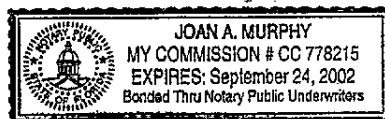
STATE OF FLORIDA           )  
  ) SS  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared Danielle A. Crooks, to me known to be the person described herein, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 09 day of January, 1999.

Joan A. Murphy  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires: 2002



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

In pursuance of Florida Statute sec. 48.091 (1991), the following is submitted, in compliance with said Act:

First — That Millennium Consulting Services, Inc., desiring to organize under the Law of the State of Florida with its principle office, as designated in the Articles of Incorporation in the City of Boca Raton, Palm Beach County, Florida has named DANIELLE A. CROOKS, located at 10329 185<sup>th</sup> Street, Boca Raton, Florida 33498, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act.

BY: Danielle A. Crooks (L.S.)  
DANIELLE A. CROOKS  
Registered Agent

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