

P99000010015

**Third Millenium Prepaid, Inc.**

16191 NW 57<sup>TH</sup> AVENUE  
MIAMI, FLORIDA 33014

JANUARY 12, 1999

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FLORIDA 32399

400002759534--3  
-01/29/99--01104--011  
\*\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: THIRD MILLENIUM PREPAID, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND A CHECK FOR \$131.25 TO COVER FILING FEES, A CERTIFIED COPY AND A CERTIFICATE PLEASE RETURN THE CERTIFICATE AND THE CERTIFIED COPY TO THE ADDRESS BELOW

FROM: THIRD MILLENIUM PREPAID, INC.

c/o DAVID SOUTHWELL

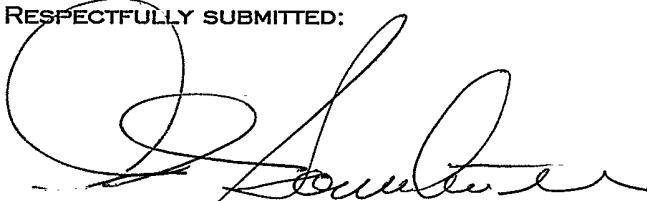
16191 NW 57<sup>TH</sup> AVENUE

MIAMI, FLORIDA 33014

305-621-0220

FILED  
99 JAN 29 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESPECTFULLY SUBMITTED:



DAVID W. SOUTHWELL

B. BROCK FEB 2 1999

ARTICLES OF INCORPORATION  
OF  
THIRD MILLENIUM PREPAID, INC.

THE UNDERSIGNED HAS EXECUTED THE FOLLOWING DOCUMENT AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS, DUTIES AND OBLIGATIONS OF THE UNDERSIGNED AS INCORPORATOR, AND THOSE OF THE CORPORATION, ARE TO BE DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE: THIRD MILLENIUM PREPAID, INC.

ARTICLE II

THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE DEPARTMENT OF STATE, STATE OF FLORIDA, AND SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO, VIZ:

- (1) TRANSACT ANY AND ALL LAWFUL BUSINESS.
- (2) SAID CORPORATION SHALL FURTHER HAVE POWERS:
  - \* TO HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME;
  - \* TO SUE AND BE SUED, COMPLAIN, AND DEFEND IN ITS CORPORATE NAME IN ALL ACTIONS OR PROCEEDINGS;
  - \* TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE THE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED, OR IN ANY MANNER REPRODUCED;
  - \* TO PURCHASE, TAKE, RECEIVE, LEASE, OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE, AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED;
  - \* TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER, AND OTHERWISE DISPOSE OF ALL OR ANY PART OF ITS PROPERTY AND ASSETS;
  - \* TO LEND MONEY TO, AND USE ITS CREDIT TO ASSIST ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH FLORIDA STATUE S607.141;

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- \* TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH, SHARES OR OTHER INTERESTS IN, OR OBLIGATIONS OF, OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY OTHER GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT, OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF;
- \* TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS, AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF ITS PROPERTY, FRANCHISES, AND INCOME;
- \* TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND REINVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY OF THE PAYMENT OF FUNDS SO LOANED AND INVESTED;
- \* TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE;
- \* TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION;
- \* TO MAKE OR ALTER THE ARTICLES OF INCORPORATION AND BYLAWS OF THIS CORPORATION NOT TO BE INCONSISTENT WITH ANY LAW OF THE STATE OF FLORIDA OR PROVISIONS OF ANY BYLAW(S) OR ARTICLE AS SET FORTH HEREIN FOR THE ADMINISTRATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION
- \* TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES;
- \* TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY;
- \* TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS, AND OTHER INCENTIVE PLANS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS, AND EMPLOYEES AND FOR ANY OR ALL OF THE DIRECTORS, OFFICERS, AND EMPLOYEES OF ITS SUBSIDIARIES;
- \* TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE;
- \* TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ITS PURPOSES;
- \* TO INDEMNIFY ANY PERSON WHO BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION TO THE FULL EXTENT AS PERMITTED BY FLORIDA STATUE S607.014.

#### ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS THE TOTAL SUM OF 1,000 SHARES, HAVING AN INDIVIDUAL PAR VALUE OF 1.00.

UNLESS OTHERWISE STATED IN THESE ARTICLES, OR IN AN AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK FOR THIS CORPORATION.

ARTICLE V

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION SHALL BE:

ANICIA R. GOODMAN  
19370 COLLINS AVENUE C216  
MIAMI BEACH, FLORIDA 33160

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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.

  
REGISTERED AGENT

ARTICLE VI

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF A TOTAL OF THREE (3) PERSONS AND THE NAME AND ADDRESS OF THE PERSONS WHO ARE TO SERVE AS INITIAL DIRECTORS IS:

BRIAN A. WISE, 17968 SW 36<sup>TH</sup> STREET, MIRAMAR, FL 33029  
ANICIA R. GOODMAN, 19370 COLLINS AVENUE C216, MIAMI BEACH, FLORIDA 33160  
DAVID W. SOUTHWELL, 16191 NW 57<sup>TH</sup> AVENUE, MIAMI, FL 33014

ARTICLE VII

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS:

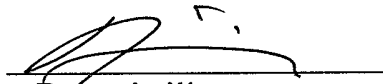
THIRD MILLENIUM PREPAID, INC.  
19370 COLLINS AVENUE C216  
MIAMI BEACH, FLORIDA 33160

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

BRIAN A. WISE  
17966 SW 36<sup>TH</sup> STREET  
MIRAMAR, FLORIDA 33029

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES  
OF INCORPORATION THIS 9<sup>TH</sup> DAY OF JANUARY, 1999.

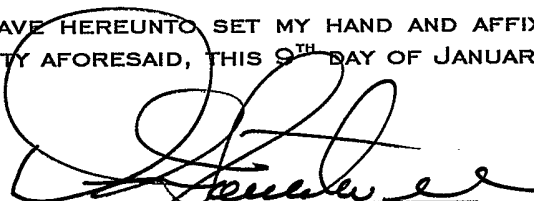
  
BRIAN A. WISE

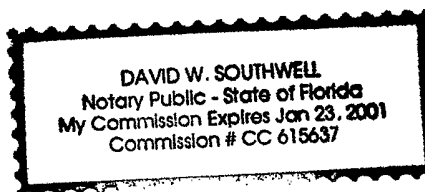
STATE OF FLORIDA     )

COUNTY OF DADE        )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND  
COUNTY SET FORTH ABOVE, PERSONALLY APPEARED BRIAN A. WISE, PERSONALLY KNOWN TO  
ME, AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES  
OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL  
SEAL IN THE STATE AND COUNTY AFORESAID, THIS 9<sup>TH</sup> DAY OF JANUARY, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE.



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