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McDonald & Associates

Attorneys at Law

Chartered

James W. McDonald, Jr.

Community Plaza, Suite 302

15600 SW 288th Street

Homestead, Florida 33033

February 10, 1999

Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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*****81.75 *****81.75

RE: Millennium Zodiac Properties, Corp.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and our firms check in the amount of \$81.75 representing filing fees and a certified copy of same.

Once filed, please forward a certified copy to our office.

Very truly yours,

McDONALD & ASSOCIATES
ATTORNEYS AT LAW, CHARTERED

By: Ivonne Tellechea
Ivonne Tellechea, Paralegal.

Enclosures

2/16/99
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Homestead Office: Telephone (305) 248-1200 Facsimile (305) 247-0129

ARTICLES OF INCORPORATION
OF
MILLENNIUM ZODIAC PROPERTIES CORP.

We, the undersigned subscriber of these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The corporation shall be known as **MILLENNIUM ZODIAC PROPERTIES CORP.**

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted, promoted or carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz;

A. To exercise and enjoy all the rights, powers and privileges incident to corporations for profit organized and existing by virtue of the laws and Constitution of the State of Florida.

B. To take, acquire, rent, buy, hold, own, maintain, work, develop, sell, convey, lease, sublease, re-lease, mortgage, exchange, improve, construct, erect, build, equip, repair,

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improve, and otherwise deal in, manage and dispose of all and every type of real estate and real property (including but not limited to condominiums, cooperative or partnership apartments, houses, commercial properties, apartment houses, hotels and motels, and the operation thereof, and the leasing of rooms or apartments therein, both furnished and unfurnished); to construct and build streets, sidewalks, reservoirs, waterworks, sewers, docks, fills, subdivisions, and all other kinds of property of whatsoever nature whether real, personal or mixed, or any interests or rights therein without limit as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

C. To engage in the acquisition, management, and operation of hotels/motels, restaurants and related businesses.

D. To take, buy, purchase, exchange, hire, lease or otherwise acquire rights of way and other rights of interests in real estate, either improved or unimproved, and to own, hold, control, maintain, manage and develop the same in the State of Florida or elsewhere.

E. To issue bonds and other obligations in payment of property purchased or acquired by it, or for any other obligation in and about its business; to mortgage or pledge any stocks, bonds or other obligations, or any property which may be acquired by it.

F. To invest the corporate assets for benefit of the corporation's employees, including but not limited to the parties hereto, which benefits are allowable to corporations in general under the Internal Revenue Code (1998) as amended.

G. To enter into contracts and other legally binding arrangements by and between this corporation and any and all other businesses in these United States or in foreign countries.

H. To contract debts and borrow money.

I. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or to dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by, any other corporation of the State of Florida or any other state or government; and, while the owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

J. To conduct as multiple locations, have one or more offices at multiple locations, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property (including franchises, patents, copyrights, trademarks and licenses) in the State of Florida as well as in the District of Columbia, all other states, territories, possessions and dependencies of the United States, and all other countries or places whatsoever.

K. To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

L. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, directors, trustee or otherwise; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation, or any amendments thereto.

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The authorized shares of capital stock of the corporation, all of which shall be fully paid and

non-accessible, shall consist of ONE THOUSAND (1,000) shares of common stock at par value of ONE DOLLAR (\$1.00) per share and may be issued by this corporation as, when and for such considerations as may be fixed from time to time by the Board of Directors.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

PRE-EMPTIVE RIGHTS

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

ARTICLE VII

PRINCIPAL OFFICE AND RESIDENT AGENT

The street address of the initial registered and principal office of this corporation shall be 31 Ocean Reef Drive, Cay Harbor 5-D, North Key Largo, Florida 33037. The Board of Directors may, from time to time, move the principal office to any other location in the State of Florida. The Resident Agent shall be James W. McDonald, Jr., 15600 SW 288 Street, Suite 302, Homestead, Florida 33033.

ARTICLE VIII

BOARD OF DIRECTORS

The number of Directors of this corporation shall not be less than one (1).

The members of the Board of Directors shall be of full age, but need not be of the

stockholders of the corporation.

The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as provided for hereinafter, by a plurality of the votes cast at such election.

The quorum for purposes of transacting corporate business at the annual and special meetings shall be present when Seventy-Five percent (75%) of the Directors of the corporation are present.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the Initial Board of Directors and Officers of the corporation are as follows:

Thomas J. Belton III
10 Gravik Drive
North Key Largo, Florida 33037

Jeffrey Barron Jones
509 Chaucer Drive
Maple Glen, Pennsylvania 19002-2841

Robert Gray Hammit Jr.
7129 Woodstock Drive
Baton Rouge, Louisiana 70809

ARTICLE X

SUBSCRIBERS

The names and addresses of the Subscribers of this corporation are as follows:

Thomas J. Belton III
10 Gravik Drive
North Key Largo, Florida 33037

ARTICLE XI

INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporations, and any Director or Directors individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested, and no contract, at or transaction of this corporation, with any person or persons, firm or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is or are hereby relieved of any liability, except for fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceeding relating to the performance by him, his testator or intestate, or his duties as a Director, officer, or employee of this corporation or any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding as such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such indemnification shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled by law.

ARTICLE XII

RESTRICTION AND ALIENATION OF STOCK

In furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of business and the conduct of the affairs of the corporation;

A. Any stockholder shall have the right and power without consent of any other stockholders of the corporation to substitute for himself or themselves in this corporation other persons, whether they are stockholders or not, so long as the corporation of the then other existing stockholders are first offered such stock. This does not limit the right of any stockholder to negotiate for the corporation or the other stockholders of the corporation as a group for the sale of this stock, and should an agreement be confirmed to sell the stock to the corporation or to the then existing stockholders on an equally proportionate basis, then a sale may be consummated, and as such a sale cannot be consummated, then

B. The party desiring to sell all or part of his stock shall serve notice upon all of the stockholders by certified mail, return receipt requested, indicating that he has a bona fide offer for the sale of his stock, stating the number of shares to be sold, the name and address of the person desiring to purchase the same, and the sale price and terms of payment of such sale; said notice must also contain an offer to sell such stock upon the terms and conditions set forth in the aforesaid bona fide offer of sale to the corporation or the other existing stockholders on an equally proportionate basis, or to a single stockholder.

C. For a period of Fifteen (15) days after the receipt of such notice, the corporation shall have the option to redeem the stock so offered, if the corporation fails to exercise such option, the other stockholders shall have the option to purchase such stock in equal amounts; however, should one or more of the stockholders not purchase his or their proportionate share of the offered stock, then the remaining stockholder or stockholders may exercise the option individually

or, if more than one, on an equally proportionate basis within Thirty (30) days after the termination of the corporation's option to redeem.

D. In the event that neither the corporation or the other stockholders shall exercise the option to redeem or purchase, as the case may be, as provided herein the offering stockholders shall be free to dispose of the shares of stock offered to the person named in the aforesaid bona fide offer of purchase at the price and upon the terms and conditions set forth in the offer; PROVIDED, HOWEVER, that such disposition shall be made within Ninety (90) days following the termination of the stockholders offer.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors and proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote herein.

ARTICLE XIV

GENERAL PROVISIONS

In furtherance and not a limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of all affairs of this corporation;

A. This corporation's Board of Directors are specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of these shares of stock; providing, however, such provisions dealing with the purchase or redemption by the corporation of these shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

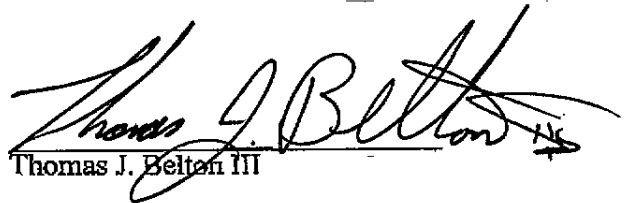
B The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation, except such as may be by Statute or any Articles of Incorporation or amendments thereto or by the By-Laws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

C. The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by Statute or authorized by the Board of Directors.

D. This corporation shall have such officers as may from time to time be provided by the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and have such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors subject to the By-Laws.

E. The Directors may prescribe a method or methods for the replacement of law certificates in a prescribed reasonable conditions for way of security upon the issuance of new certificates thereof.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this 3/ day of January, 1999.


Thomas J. Belton III

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 31st day of JANUARY
1998, by Thomas J. Belton III who is personally known to me, or has furnished
KNOW to me personally as identification and did (did not) take an oath.

My Commission Expires:
My Commission No.:

Quemando Laguerza Jr
NOTARY PUBLIC

My Commission Expires:

Notary Public

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **MILLENNIUM ZODIAC PROPERTIES CORP.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at North Key Largo, County of Monroe, State of Florida, has named James W. McDonald, Jr., 15600 SW 288 Street, Suite 302, Homestead, Florida 33033 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


James W. McDonald, Jr.

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 James W. McDonald, Jr., who to me ~~is personally known or who has~~ produced _____ as identification and (did/did not) take an oath as Subscriber in, and who executed, the foregoing Certificate and who acknowledged before me that she subscribed to the same.

WITNESS my hand and official seal in the County and State named above, this 12 day of January, 1999.


Notary Public

My Commission Expires:



IVONNE TELLECHEA
My Commission CC530543
Expires Feb. 06, 2000

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