

P99000021588

**NEW MILLENNIUM OF ORLANDO, INC.**

20 Trotters Circle  
Kissimmee, Florida 34742  
(407) 348-8625

March 2, 1999

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/04/99--01010--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: New Millennium of Orlando, Inc.

**EFFECTIVE DATE**  
**3-2-99**

Dear Clerk:

Enclosed please find an original and one copy of the Articles of Incorporation for New Millennium of Orlando, Inc. together with our check in the amount of \$78.75 representing \$35.00 filing fee, \$35.00 fee for registered agent designation and \$8.75 for a certified copy. Please file the original and return a certified copy to me in the envelope provided. If you have any questions, please do not hesitate to contact me.

Sincerely,



Ronald Cullen

RC/dac  
Enclosures

FILED  
99 MAR -11 AM 10:31  
DIV. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**NEW MILLENNIUM OF ORLANDO, INC.**

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I  
NAME

The name of this Corporation shall be NEW MILLENNIUM OF ORLANDO, INC.

ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the 2<sup>nd</sup> day of March, 1999, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III  
PURPOSE

**EFFECTIVE DATE**  
3-2-99

The general purpose of this Corporation shall be to engage in any business activity lawful in the State of Florida, including but not limited to marketing services, and to do those things that are necessary or proper in connection with these duties as may be permitted by way of applicable law, including, without limitation and only by illustration, the following:

- a. 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 other manner reproduced.
- b. To perform any business lawful in the State of Florida, including but not limited to marketing and sales.

ARTICLE IV  
CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue Three Hundred (300) shares of voting common stock, having par value of One Dollar (\$1.00) per share, which shall be designated Common Stock.

## 2. Restrictions on Issuance and Transfer.

No share of stock of this Corporation shall be issued or transferred to any person who is not a person duly licensed and authorized in the State of Florida to do business.

## 3. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

## 4. Preemptive Rights.

The Corporation elects to have preemptive rights and each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares previously reacquired by this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the price, terms and conditions of the issues of shares, and inviting the shareholder to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

## ARTICLE V INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-laws, but shall never be less than one (1). The names and street addresses of the initial directors of this Corporation are:

Thomas S. Tilaro  
1883 Lake Hill Circle  
Orlando, Florida 32818

Thomas P. MacTavish  
1233 Climbing Rose Drive  
Orlando, Florida 32818

Ronald Cullen  
20 Trotters Circle  
Kissimmee, Florida 34743

ARTICLE VI  
INCORPORATOR

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

Thomas S. Tilaro  
1883 Lake Hill Circle  
Orlando, Florida 32818

ARTICLE VII  
PRINCIPAL OFFICE AND  
INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of the Corporation shall be 20 Trotters Circle, Kissimmee, Florida 34743. The name and address of the registered agent and office of this Corporation shall be as follows:

Ronald Cullen  
20 Trotters Circle  
Kissimmee, Florida 34743

ARTICLE VIII  
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE IX  
DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

(i) if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(ii) if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is authorized or approved by vote of the shareholders; or

(iii) if the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### ARTICLE X INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the By-laws of this Corporation.

#### ARTICLE XI AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XII HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 2<sup>nd</sup> day of March, 1999.

  
Thomas S. Tilaro

#### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2<sup>nd</sup> day of March, 1999.

  
Ronald Cullen

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DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA