

P99000061857

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July 16, 1999

State of Florida
Department of State
Corporate Division
Tallahassee, Florida 32314

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-07/20/99--01033--002
*****35.00 *****35.00

Attention: Amendment Section

Re: Millennium Placement Enterprises, Inc.
Document Number: P99000061857.

Dear Sir/Madam:

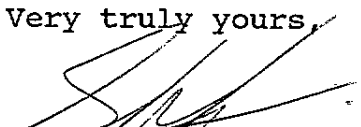
Please find enclosed the following regarding the above-referenced matter:

1. Articles of Amendment to Articles of Incorporation of Millennium Placement Enterprises, Inc.
2. Certificate of Designation of Registered Agent/Office.
3. Our trust account check in the amount of \$35.00, payable to the Florida Department of State for the filing fee.
4. A self-addressed stamped envelope.

Please file the Amendment and change the name of the corporation to MILLENNIUM PLACEMENT, INC. and return conforming copies in the stamped-addressed envelope enclosed for your convenience.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,


Stephen R. Gladstone, Esquire

SRG/avc
Enc./

NC Amend
7-26-99
MKS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 20 PM 12:32

FILED

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
MILLENNIUM PLACEMENT ENTERPRISES, INC.**

1. Article I of the Articles of Incorporation of Millennium Placement Enterprises, Inc., is amended to read as follows:

ARTICLE I- NAME

The name of the Corporation is **MILLENNIUM PLACEMENT, INC.**

2. Article V of the Articles of Incorporation of Millennium Placement Enterprises, Inc, is amended to read as follows:

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office is 7301-A West Palmetto Park Road, Suite 305-C, Boca Raton, Florida 33433.

The name and registered agent of this corporation is:

**STEPHEN R. GLADSTONE, ESQUIRE
7301-A West Palmetto Park Road
Suite 305-C
Boca Raton, Florida 33433.**

The foregoing Amendments were adopted by the directors and shareholders of this corporation on this 16th day of July, 1999.

All other paragraphs and Articles of the Articles of Incorporation shall remain unchanged.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Incorporation on this 16th day of July, 1999.

Carole Wayne
Carole Wayne, President

Carole Wayne
Carole Wayne, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

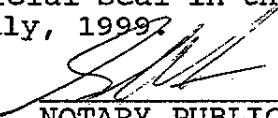
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STATE OF FLORIDA)
COUNTY OF Palm Beach) ss.

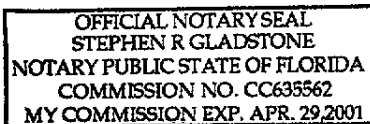
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Carole Wayne, President of Millennium Placement Enterprises, Inc., known to me and by me to be the person who executed the foregoing and who acknowledged before me that she executed same.

WITNESS MY HAND and official seal in the County and State last aforesaid this 16 day of July, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

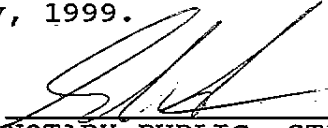
My Commission Expires:



STATE OF FLORIDA)
COUNTY OF Palm Beach) ss.

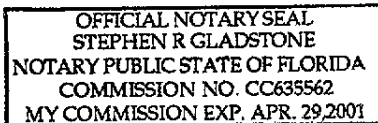
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Carole Wayne, Secretary of Millennium Placement Enterprises, Inc., known to me and by me to be the person who executed the foregoing and who acknowledged before me that she executed same.

WITNESS MY HAND and official seal in the County and State last aforesaid this 16 day of July, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

MILLENNIUM PLACEMENT, INC.

2. The name and address of the registered agent and office is:

STEPHEN R. GLADSTONE
7301-A West Palmetto Park Road
Suite 305-C
Boca Raton, Florida 33433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Stephen R. Gladstone



Date

**MINUTES OF THE JOINT SPECIAL MEETINGS
OF SHAREHOLDERS AND BOARD OF DIRECTORS
OF MILLENNIUM PLACEMENT ENTERPRISES, INC.**

This special meeting was held at 7301-A West Palmetto Park Road, Suite 305-C, Boca Raton, Florida 33433, on the 16 day of July, 1999, at 1:00 O'clock P.M.

The following shareholders and directors were present and executed a Waiver of Notice which is file with these minutes:

Shareholders

Carole Wayne, President
Carole Wayne, Secretary

The President then stated the purpose of the meeting and noted a duly executed Waiver of Notice of the Meeting.

There was discussion concerning the changing of the name of the corporation to Millennium Placement, Inc.

The following resolution was ordered and spread upon the corporate minutes of Millennium Placement Enterprises, Inc.,


RESOLVED: The corporation shall change its name to **MILLENNIUM PLACEMENT, INC.** effective immediately and all necessary paperwork shall be filed with the Secretary of the State's Office immediately in order to effectuate same.

There being no further business to come before the meeting, the meeting was adjourned.

Dated this 16 day of July, 1999.



Carole Wayne, President



Carole Wayne, Secretary

SHAREHOLDER

WAIVER OF NOTICE OF THE JOINT SPECIAL MEETING
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
MILLENNIUM PLACEMENT ENTERPRISES, INC.

We the undersigned, being the Shareholders and Directors of MILLENNIUM PLACEMENT ENTERPRISES, INC. do hereby waive any and all notice and **** of that Joint Special Meeting of the Shareholders and Board of Directors to be held at 7301-A West Palmetto Park Road, Suite 305-C, Boca Raton, Florida 33433, on the 16 day of July, 1999, to discuss the following:

1. Changing the name of the corporation to MILLENNIUM PLACEMENT, INC.

Dated this 16 day of July, 1999.

Carole Wayne
Carole Wayne, President

Carole Wayne
Carole Wayne, Secretary