

TRANSMITTAL LETTER

P99000062972

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

SUBJECT: The CDS Group, Inc.
(Proposed corporate name - must include suffix)

600002904136--9
-06/14/99-01137--012
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Cornell Crews, Jr
Name (Printed or typed)

4410 NW 203RD TERRACE
Address

Miami, FL 33055
City, State & Zip

305-710-1583
Daytime Telephone number

99 JUL 15 AM 11:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

T571519C



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 1999

CORNELL CREWS, JR.
4410 N.W. 203RD TERR.
MIAMI, FL 33055

SUBJECT: THE MILLINIUM FINANCIAL GROUP, INC.
Ref. Number: W99000013988

We have received your document for THE MILLINIUM FINANCIAL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 399A00032205

**CERTIFICATE OF INCORPORATION
OF**

THE CDS GROUP, INC.

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, subject to the laws that are applicable to corporation for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 15 AM 11:24

FILED

**ARTICLE I
NAME**

The name of this corporation shall be **THE CDS GROUP, INC.** and its principal place of business shall be 880 NE 207th Terrace, Suite 203, Miami, Florida 33179, and any other location that the Board of Directors may deem appropriate.

ARTICLE II

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this Certificate of Incorporation.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

The general nature of the business and object and purposes to be transacted and carried on by this corporation are to do any and all of the 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:

(a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) 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, association, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) 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, franchise and income.

(h) 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 or invest.

(I) To conduct its business, carry on its operations, and have offices and excersie the powers granted by this act within state.

(j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(k) To make and alter by-laws, not inconsistent with its Article of Incorporation or with the laws of this state.

(l) To make donations or the public welfare or for charitable, scientific, or educational purposes.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options 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.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary of convenient to effect its purposes.

(p) To indemnify any person who by reason of the fact that they were a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute s607.014

ARTICLE IV SHARES OF STOCK - NUMBERS

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand Shares (1000) of common stock of the par value of \$.01 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor, or services provided that where stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the incorporators of the Board of Directors, in the manner provided by state statute.

ARTICLE V AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of one hundred dollars (\$100.00).

ARTICLE VI DIRECTORS

The affairs of the corporation will be managed by a Board of Directors numbering at least three (3). The names and addresses of the individuals who are/is to serve as directors, until new directors are elected at the first shareholders meeting are as follows:

Name	Address
Cornell Crews, Jr President	4410 NW 203rd Terrace Miami, Fl 33055
David Miller II Vice President	18241 NE 7th Court N. Miami Beach, Fl 33162
Shelly Parris Secretary/Treasurer	970 NW 175th Street Miami, Fl 33164

**ARTICLE VII
OFFICERS**

The names and addresses of the individuals who will serve as the initial officers of the corporation until new directors are appointed at the first meeting of the shareholders, is as follows:

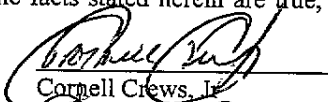
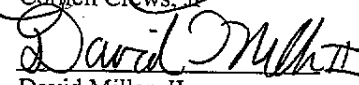
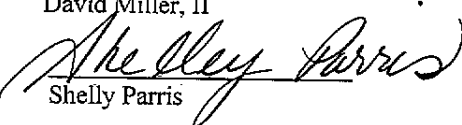
Name	Address
Cornell Crews, Jr President	4410 NW 203rd Terrace Miami, Fl 33055
David Miller II Vice President	18241 NE 7th Court N. Miami Beach, Fl 33162
Shelly Parris Secretary/Treasurer	970 NW 175th Street Miami, Fl 33164

**ARTICLE VIII
SUBSCRIBERS**

The names and addresses of the individuals who are the original subscribers for the shares of common stock of the corporation is as follows:

Name	Address
Cornell Crews, Jr President	4410 NW 203rd Terrace Miami, Florida 33055
David Miller, II Vice President	18241 NE 7th Court N. Miami Beach, Fl 33162
Shelly Parris Secretary/Treasurer	970 NW 175th Street Miami, Fl 33162

WE, the undersigns, being the original subscribers to this Certificate of Incorporation, does hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set our hands and seal this 10th day of June, 1999.


Cornell Crews, Jr.

David Miller, II

Shelly Parris

