

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Prof. f

1.)

(CORPORATE NAME & DOCUMENT #)

Millennium Real Estate Sales, Inc.

2.)

(CORPORATE NAME & DOCUMENT #)

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-07/16/99-01008-021
*****78.75 *****78.75

3.)

(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

FILED
99 JUL 16 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION
OF
MILLENNIUM REAL ESTATE SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of becoming 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 the corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated under Section 607, F.S.A.

ARTICLE TWO

The name of this corporation is Millennium Real Estate Sales, Inc.

ARTICLE THREE

This corporation shall commence its existence on filing, and its existence shall be perpetual.

ARTICLE FOUR

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FIVE

The maximum number of shares of common stock with \$ 1.00 par value that this corporation is authorized to have outstanding at any one time is 100 shares.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes of at the organization meeting.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and issuance of such amount of the capital stock as the directors may decide.

ARTICLE SIX

The street address of the initial principal office of this corporation is 196 N Federal Highway, Deerfield Beach, FL 33441, and the Registered Agent of this corporation is Lisa J. Matera, 1599 S.W. 21st Street, Boca Raton, Florida 33486. The board of directors may in its sole discretion change the location of the principal office of the corporation and the designation of the registered agent, and notify the Secretary of State, without the need of any amendment of this certificate

ARTICLE SEVEN

The number of directors of this corporation shall be not less than one. The number of directors may be increased from time to time by the by-laws.

ARTICLE EIGHT

The name and address of the incorporator to these Articles of Incorporation is: Lisa J. Matera, 1599 S.W. 21st Street, Boca Raton, Florida 33486

ARTICLE NINE

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

ARTICLE TEN

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE ELEVEN

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

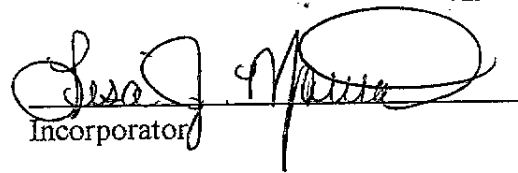
ARTICLE TWELVE

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock authorized (authorized and issued).

ARTICLE THIRTEEN

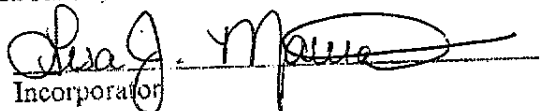
The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 15 day of July, 1999.


Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED

FIRST, that Millennium Real Estate Sales, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Deerfield Beach, State of Florida, has named Lisa J. Matera, 1599 S.W. 21st Street, Boca Raton, Florida 33486, as its agent to accept service of process within Florida.

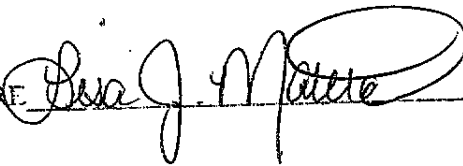

Incorporator

15 July 1999
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

DATED this 15 day of July, 1999

SIGNATURE



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99 JUL 16 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA