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REPLY DOWNTOWN
 REPLY MILLHOPPER OFFICE

September 28, 1999

FILED
99 SEP 30 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGSBEE L. SCRUGGS
1898-1983
PARKS M. CARMICHAEL
1909-1994
WILLIAM D. FRIDGEON
1933-1980
MICHELLE VAUGHNS
1946-1982
RETIRED
RAY D. HELPLING
WILLIAM N. LONG
WILLIAM C. ANDREWS

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

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-09/30/99--01077--003
*****78.75 *****78.75

RE: MILLENNIUM MANAGEMENT OF NORTH FLORIDA, INC.

Dear Madam or Sir:

Enclosed are an original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return to me one certified copy. I am enclosing this firm's trust check in the amount of \$78.75 as follows:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	35.00
TOTAL	\$78.75

Your prompt attention in this matter is appreciated.

Very truly yours,

John F. Roscow, IV, Esquire

JRIV/sgb AUTHORIZATION BY PHONE TO GAVE
CORRECT Art. III
DATE 10/4/99
ENCLOSURES
DOC. EXAM Don Brown

FILED
99 SEP 30 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MILLENNIUM MANAGEMENT OF NORTH FLORIDA, INC.,
a Florida Corporation

The undersigned, acting as Incorporator for this Florida corporation hereby incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, and the undersigned hereby adopts the following Articles of Incorporation for this Corporation:

ARTICLE I - CORPORATE NAME & ADDRESS

The name of this Corporation is **MILLENNIUM MANAGEMENT OF NORTH FLORIDA, INC.** The mailing address for the principal office of this corporation is c/o Robert H. Frazier, III, Post Office Box 141884, Gainesville, FL 32614. Telephone (352) 372-0454.

ARTICLE II - PURPOSE

The Corporation is organized for any purpose lawful under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III - DURATION

The Corporation shall have perpetual existence, and shall commence existence upon signing these Articles or later if required by law.

ARTICLE IV - AMENDMENTS

These Articles of Incorporation can be amended at any time, upon unanimous vote of all shareholders.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value Common Stock.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first annual meeting of shareholders and until a successor(s) has been duly elected and qualified, or, if earlier, until resignation, removal from office, or death. The number of directors may be increased or decreased at any time, upon unanimous vote of all shareholders. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert H. Frazier, III	Post Office Box 141884 Gainesville, Florida 32614

ARTICLE VII - INCORPORATOR

The names and addresses of the Incorporator, the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
Robert H. Frazier, III	Post Office Box 141884 Gainesville, Florida 32614

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and office address of the initial Registered Agent of this Corporation is:

Robert H. Frazier, III	7204 N.W. 41st Lane Gainesville, Florida 32606
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

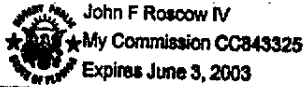
this 29 day of September, 1999.

Robert H. Frazier, III
Robert H. Frazier, III
As Incorporator of
Millennium Management of North Florida, Inc.

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me on this 29th day of September, 1999, by Robert H. Frazier, III, who produced FL-DL # FL026-768-59-106-D as identification, and who did not take an oath.

John F. Roscow, IV
NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires: June 3, 2003



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Millennium Management of North Florida, Inc., a Florida Corporation.

Date: 9/29/99

By: Robert H. Frazier, III
Robert H. Frazier, III

FILED
99 SEP 30 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA