

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Millennium Development Group of the Florida Keys, Inc,

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 1, 1999

FRANKLIN D. GREENMAN, P.A.

SUBJECT: MILLENNIUM DEVELOPMENT GROUP OF THE FLORIDA KEYS, INC.
REF: W99000022717

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE REFAX THE DOCUMENT ARTICLE VI THE DIRECTORS NAMES DID NOT PRINT CLEARLY.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

FOR

MILLENNIUM DEVELOPMENT GROUP OF THE FLORIDA KEYS, INC.

The undersigned acting as incorporators of a corporation under the Florida General Corporation act adopts the following Articles of Incorporation for their corporation.

ARTICLE I

The name of the corporation shall be MILLENNIUM DEVELOPMENT GROUP OF THE FLORIDA KEYS, INC., whose principal place of business is 29157 Mango Lane, Big Pine Key, FL 33043.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to develop and invest in real estate in the Florida Keys and throughout the State of Florida and generally to do any and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or

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convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of capital stock with the par value of one dollar (\$1.00) per share. The sum of the par value of all shares of the capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stocks shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. Shares of the corporation are not to be divided into the classes. The corporation is not authorized to issue shares in series.

ARTICLE V

The street address in Florida of the initial registered office of the corporation is 5800 Overseas Highway, Marathon, Monroe County, Florida 33050 and the name of the initial registered agent at that address is Franklin D. Greenman, Esq.

ARTICLE VI

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The name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

Douglas Varrieur
29157 Mango Lane
Big Pine Key FL 33043

Sherri Varrieur
29157 Mango Lane
Big Pine Key, FL 33043

ARTICLE VII

The name and address of the initial incorporators are as follows:

Douglas Varrieur
29157 Mango Lane
Big Pine Key FL 33043

Sherri Varrieur
29157 Mango Lane
Big Pine Key, FL 33043

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

ARTICLE IX

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors, evidenced by resolution duly passed at the regular meeting of the Board, or at a special meeting called for that purposes.

ARTICLE X -ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the

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