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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

THE MILLENNIUM AMUSEMENTS, INC.

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| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 03 |
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ARTICLES OF INCORPORATION
OF

THE MILLENNIUM AMUSEMENTS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: THE MILLENNIUM AMUSEMENTS, INC.

The principal place of business of this corporation shall be:

15539 S.W. 69th St. Miami, Fl 33193

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Marcos Arguelles President
15539 S.W. 69th St.
Miami, Fl 33193

Prepared by: Marcos Arguelles
15539 S.W. 69th St.
Miami, Fl 33193
(305) 992-7664

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

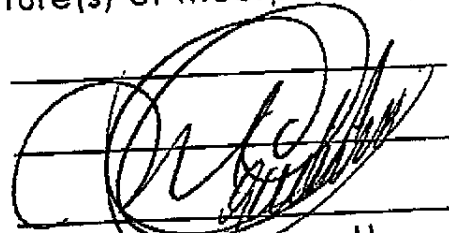
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Marcos Arguelles

15539 S.W. 69th St. Miami, FL 33193

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 10th day of September, 1998

Signature(s) of Incorporator(s)

A handwritten signature in black ink, appearing to read 'Marcos A. Arguelles', is written over three horizontal lines. The signature is stylized and somewhat circular.

Marcos A. Arguelles

FILED

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

98 SEP 11 AM 11: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

THE MILLENNIUM AMUSEMENTS, INC.

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

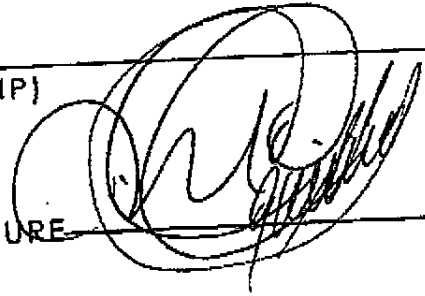
Marcos Arguelles

(P.O. BOX NOT ACCEPTABLE)

15539 S.W. 39th St. Miami, FL 33193

(CITY/STATE/ZIP)

SIGNATURE



TITLE

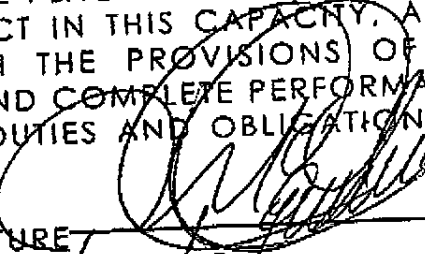
President

DATE

09/10/98

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

9/10/98