

CR2E031(1/95)

**ARTICLES OF INCORPORATION
FOURTH MILLENNIUM ENTERPRISES INC**

ARTICLE 1

Name: The name of the Corporation is Fourth Millennium Enterprises Inc.

ARTICLE 2

Duration: The period of duration of this corporation perpetual.

ARTICLE 3

Purpose and Powers: This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

Specific Nature of Business: The Company is engaged in the business of computers, technology, and aviation.

ARTICLE 4

Capital Stock: The aggregate number of shares which this corporation shall have authority to issue is one thousand(1,000) shares of common stock, having a par value of one dollar (\$1.00) per share.

ARTICLE 5

Pre emptive Rights: Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which she/he already holds, shall have the right to purchase her/his pro rata share thereof(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE 6

Initial registered
office and agent:

The street address of the initial
registered office of this corporation
is: 2742 NE 3rd Street
Pompano Beach Florida 33062

The initial registered agent of the
corporation is: David A Brookes

The above address is the official business address of the
corporation.

ARTICLE 7

Data Respecting
Directors:

7.1 Initial Board of Directors

The initial Board of Directors shall
consist of one(1) member, who need
not be a resident of the State of
Florida or a stockholder of the
corporation. The initial Board of
Directors shall hold the
organizational meeting of the
Corporation.

7.2 Names and Addresses

The names and addresses of the
members of the initial Board of
Directors who shall serve until the
first annual meeting of the
stockholders, or until successors
shall have been elected are as
follows:

David A Brookes
2742 NE 3rd Street
Pompano Beach Florida 33062

7.3 Increase or Decrease of Directors

The number of directors may be increased or decreased from time to time by amendment of the by laws but no decrease shall have the effect of shortening the term of the incumbent Directors.

ARTICLE 8

Incorporation: The name and address of the person signing these Articles of Incorporation is:

David A Brookes
2742 NE 3rd Street
Pompano Beach Florida 33062

ARTICLE 9

Cumulative Voting: At each election for Directors every stockholder entitled to vote at such election shall have the right to cumulate her/his votes by giving one candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of shares or by distributing such votes on the same principle among any number of candidates.

ARTICLE 10

Action by Directors
and Stockholders

without a Meeting: The Directors and Stockholders of this Corporation may take action by written consent, as provided by law and the By Laws of this Corporation.

ARTICLE 11

Amendment: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

END OF ARTICLES

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 16 Day of January, 1997.

David A. Brookes
David A Brookes

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David Brookes, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 16 day of January 1997.

OFFICIAL SEAL



"OFFICIAL SEAL"
Rosemary Barbe
My Commission Expires 2/21/99
Commission #CC 440815

Rosemary Barbe
Notary Public


DESIGNATION OF REGISTERED AGENT
FOR: Fourth Millennium Enterprises Inc

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted:

Fourth Millennium Enterprises Inc., desiring to organize
under the Laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at the
City of Pompano Beach, County of Broward, State of Florida
has named David A Brookes of 2742 NE 3rd Street, Pompano
Beach Florida 33062 as its registered agent for service and
process within this State. The above address is the official
business address of the corporation.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated and named Corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.



David A Brookes
2742 NE 3rd Street
Pompano Beach Florida
33062

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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