FEINGOLD & KAM

ATTORNEYS AT LAW

Gardens Plaza Office Tower
3300 P.G.A. Boulevard
Suite 410
Palm Beach Gardens, FL 33410
561-630-6727

A01000000009

check GP

November 15, 2000

W-28322

Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

300003471793--1
-11/21/00--01019--009
*****87.50 *****87.50

Re: Millennium IDT Fund, Ltd.

Dear Sir or Madam:

Enclosed please find a check for filing fees and registered agent's information for the Millennium IDT Fund, Ltd. Also enclosed please find a copy of a certificate of Limited Partnership and Affidavit of Capital Contribution and a self-addressed stamped envelope. Please date stamp the enclosed documents and return the copies in the enclosed envelope.

A01-9

Thank you.

Sincerely,

David J. Feingold, Esquire

DJF/tl

Enc.

(5)

TC
-0-

FILED
00 DEC 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 2000

DAVID J. FEINGOLD, ESQUIRE
FEINGOLD & KAM
3300 P.G.A. BOULEVARD, SUITE 410
PALM BEACH GARDENS, FL 33410

SUBJECT: MILLENNIUM IDT FUND, LTD.
Ref. Number: W00000028322

We have received your document for MILLENNIUM IDT FUND, LTD. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

You must complete the General Partners address in number 8 of the application.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 400A00060870

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 2000

DAVID J. FEINGOLD, ESQUIRE
FEINGOLD & KAM
3300 P.G.A. BOULEVARD, SUITE 410
PALM BEACH GARDENS, FL 33410

SUBJECT: MILLENNIUM IDT FUND, LTD.
Ref. Number: W00000028322

We have received your document for MILLENNIUM IDT FUND, LTD. and your check(s) totaling $87.50. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

You must complete the attached reinstatement for the General Partner. Please refer to the attached print out.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 400A00060870

CERTIFICATE OF LIMITED PARTNERSHIP

1. The Millennium IDT Fund, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 1515 S. Federal Highway, #210, Boca Raton, FL 33432
(Business address of Limited Partnership)

3. David J. Feingold, Esquire
(Name of Registered Agent for Service of Process)

4. 3300 PGA Blvd., #410, Palm Beach Gardens, FL 33410
(Florida street address for Registered Agent)

5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. Same as #2
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2049

F99 4875

8. Name(s) of general partner(s):

	Street address:
IDT Funding Corp.	3300 PGA Blvd., Suite 410 Palm Beach Gardens, FL 33410

FILED
00 DEC 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 14th *day of* November, 2000.

Signature of all general partners:

_____ General Partner

_____ General Partner

_____ General Partner

_____ General Partner

_____ General Partner

_____ General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of The Millennium IDT Fund, Ltd.,

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is $ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals $ 0.

Signed this 14th day of November, 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner	IDT Funding Corp. General Partner
General Partner	General Partner
General Partner	General Partner

FILED
00 DEC 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA