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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Saunders, Greenfield & Company
9225 Ulmerton Road, Suite H
Largo, Florida 33771

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

D. BROWN JUN 22 2000

ARTICLES OF INCORPORATION

of

MILLENNIUM III TECHNOLOGIES, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MILLENNIUM III TECHNOLOGIES, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Company is authorized to issue Five Hundred shares (500) of one Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if know, or the mailing address of the corporation is:

NAME	MILLENNIUM III TECHNOLOGIES, INC.
ADDRESS	607 GARDENIA STREET
CITY, STATE, ZIP	BELLEAIR, FL 33756

The name and street address if the Initial Registered Agent of this Corporation is:

NAME	STEVE TUTEN
ADDRESS	607 GARDENIA STREET
CITY, STATE, ZIP	BELLEAIR, FL 33756

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial director(s) of the corporation are as follows:

NAME	STEVE TUTEN
ADDRESS	607 GARDENIA STREET
CITY, STATE, ZIP	BELLEAIR, FL 33756
NAME	
ADDRESS	
CITY, STATE, ZIP	
NAME	
ADDRESS	
CITY, STATE, ZIP	


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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	STEVE TUTEN
ADDRESS	607 GARDENIA STREET
CITY, STATE, ZIP	BELLEAIR, FL 33756
NAME	
ADDRESS	
CITY, STATE, ZIP	
NAME	
ADDRESS	
CITY, STATE, ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation the 12th Day of June, 2000

 (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF PINELLAS _____ SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally
 Steve Tuten

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12 Day of June, 2000

(Notary Seal)

 (Notary Public, State of Florida At Large)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

MILLENNIUM III TECHNOLOGIES, INC.
(name of corporation)

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with

is registered office as indicated in the Articles of Incorporation at:

607 GARDENIA STREET

BELLEAIR, FL 33756

has named

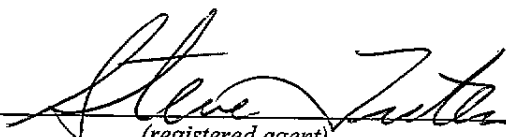
STEVE TUTEN

located at the aforesaid address, as its Registered Agent to accept service of process
within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

X


(registered agent)