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WALLACE, BROWNING, CLAYTON & KRAWETZ

A Partnership of Professional Associations
Attorneys & Counselors At Law

JAIME L. WALLACE, P.A.
ROBERT W. BROWNING, JR., P.A.
(ALSO ADMITTED IN OHIO)

STANLEY M. KRAWETZ, P.A.
(ALSO ADMITTED IN MICHIGAN)

THE CLAYTON LAW FIRM, P.A.

W. ANDREW CLAYTON, JR.
(ALSO ADMITTED IN NEW JERSEY AND NEW YORK)

MERYL CONTE CLAYTON
(ALSO ADMITTED IN NEW JERSEY)

KARI S. BROWN

K. ROBERT WISNER
(ALSO ADMITTED IN NEW YORK)

1800 SECOND STREET
SUITE 880
SARASOTA, FLORIDA 34236
TELEPHONE (941) 951-0707
FACSIMILE (941) 951-7702
www.wbcklaw.com

BUSINESS LAW
CIVIL LITIGATION
ESTATE PLANNING
FAMILY LAW
REAL ESTATE
SECURITIES LITIGATION
and ARBITRATION

December 28, 2001

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

SUBJECT: New Millenium Holdings, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above corporation along with the \$ 70.00 filing fee.

Would you please stamp and return the copy to me following approval.

Very truly yours,



Robert W. Browning, Jr.

FILED
01 DEC 31 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
NEW MILLENIUM HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE. NAME

The name of the corporation is NEW MILLENIUM HOLDINGS, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 5701 Sarah Ave., Sarasota, FL 34233.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 880
Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

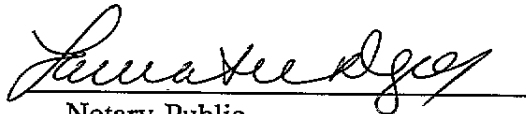
The undersigned Incorporator has executed these Articles of Incorporation this 28th day of December, 2001.



ROBERT W. BROWNING, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of December, 2001, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.



Notary Public



Laura Lee Dezelski
My Commission CC923353
Expires May 22, 2004

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
NEW MILLENNIUM HOLDINGS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: December 28, 2001



ROBERT W. BROWNING, JR.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA