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Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MILLENNIUM TECHNOLOGY GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MILLENNIUM TECHNOLOGY GROUP, INC.**

The following Amended and Restated Articles of Incorporation were duly adopted by all the directors and shareholders of Millennium Technology Group, Inc:

ARTICLE I

The name of the corporation is **MILLENNIUM TECHNOLOGY GROUP, INC.**, d/b/a The Millennium Group (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 10,000,000 shares of common stock.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 950 S. Pine Island Rd. Suite A-150, Plantation, Fl 33324.

ARTICLE V

The street address of the Corporation's registered office is 950 S. Pine Island Rd. Suite A-150, Plantation, Fl 33324.

ARTICLE VI

Except as provided by law, no director of the Corporation shall be personally liable to shareholders for monetary damages for any breach of any duty owed to the Corporation and its shareholders except for (i) breaches, acts, or omissions not in good faith or which involve intentional violations of laws and regulations; (ii) declaration of unlawful dividends or unlawful stock transfers; and (iii) a transaction from which a director receives and improper benefit. The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or

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he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, provided that the acts described in (i) through (iii) above are not at issue. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned being the sole director of the Corporation has executed these Amended and Restated Articles of Incorporation as of the 17 day of August, 2005.



Darrell T. Forte Director

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Millennium Technology Group, Inc., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 17 day of August, 2005.



Darrell T. Forte