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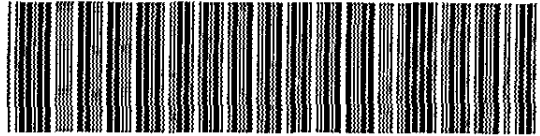
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**LEGAL & COMPLIANCE, LLC**  
**LAURA ANTHONY, ESQUIRE**

May 14, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Millenia Pro Systems, Inc.

Sir/Madame:

Enclosed please find this firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) payable to the Florida Department of State together with an original and one copy of the Articles of Incorporation for the formation of Millenia Pro Systems, Inc.

Very truly yours,

  
Laura E. Anthony, Esq.

**ARTICLES OF INCORPORATION**

**OF**

**MILLENIA PRO SYSTEMS, INC.**

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

MILLENIA PRO SYSTEMS, INC.

The address of the principal office of this corporation shall be 14502 Via Royale Delray Beach, Florida 33446 and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is (i) 25,000,000 shares of common stock having no par value per share. Each common share shall entitle the holder thereof to one vote. No holder of the common shares shall be entitled to any right of cumulative voting; and (ii) 25,000,000 shares of preferred stock having a par

value of \$.001 per share. The preferred stock shall have the rights and limitations as prescribed by the Board of Directors.

The Board of Directors shall have the right and authority to amend this Article III and put forth different classes of stock and rights and limitations of each such class without the necessity of shareholder approval.

#### **ARTICLE IV. REGISTERED AGENT**

The name and street address of the registered agent of the corporation shall be LAURA ANTHONY, ESQUIRE, 120 S. Olive Avenue, Suite 208, West Palm Beach, Florida 33401.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Richard Schulman	14502 Via Royale
	Delray Beach, Florida 33446

#### **ARTICLE VII - DIRECTOR AND OFFICER INDEMNIFICATION**

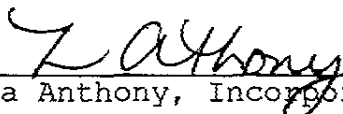
Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, or is contacted by any governmental or regulatory body in connection with

any investigation or inquiry by reason of the fact that such person is or was a director or executive officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or entity, shall be indemnified and held harmless by the corporation to the fullest extent authorized by law against all expense, liability and loss (including attorneys fees, judgments, fines, taxes and penalties, and settlements). Indemnification shall continue as to an indemnity that has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnity's heirs, executors, and administrators. Indemnification shall only extend to matters initiated by the indemnity if such matter or proceeding was authority by the board of directors. All claims for indemnification shall be paid within sixty (60) days unless a longer period of time is agreed to in writing by the indemnity(ies). This indemnification right is not exclusive to other rights granted by law or agreement.

**ARTICLE VIII - NAME OF INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation: Laura Anthony, Esquire, 120 S. Olive Avenue, Suite 208, West Palm Beach, Florida 33401.

The undersigned incorporator has executed these Articles of Incorporation on May 14, 2003.

  
\_\_\_\_\_  
Laura Anthony, Incorporator

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION**


Laura Anthony, an individual residing in this state, having a business office located at 120 S. Olive Avenue, Suite 208, West Palm Beach, Florida 33401, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

**MILLENIA PRO SYSTEMS, INC.**

Laura Anthony is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Date: May 14, 2003

BY:

  
\_\_\_\_\_  
Laura Anthony

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