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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAY 23 PM 4:59

May 20, 2003

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

GENTLEMEN:

I ENCLOSE ARTICLES OF INCORPORATION OF MILLENNIUM CARD, INC OF TAMPA,
FLORIDA.

A MONEY ORDER IN THE AMOUNT OF \$70.00 COVERING THE REQUIRED FEE IS
ENCLOSED.

FILING FEE
REGISTERED AGENT

\$35.00
35.00
70.00

SINCERELY,



RAMON HERNANDEZ, JR
5305 EHRLICH ROAD
TAMPA, FL 33625-5510

ENCLS: ARTICLES OF INCORPORATION
MONEY ORDER (\$70.00)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAY 23 PM 4:52

ARTICLES OF INCORPORATION
OF
MILLENNIUM CARD, INC

THE UNDERSIGNED SUBSCRIBER, A NATURAL PERSON COMPETENT TO CONTRACT,
FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAW OF THE STATE OF
FLORIDA, ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

NAME: THE NAME OF THE PROPOSED CORPORATION IS MILLENNIUM CARD, INC

ARTICLE II

NATURE OF BUSINESS: THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR
BUSINESS PERMITTED UNDER LAWS OF THE UNITED STATES OF AMERICA AND THE STATE
OF FLORIDA, AND ANY AND ALL ACTS OR STATUTES AMENDATORY THEREOF
SUPPLEMENTAL THERETO.

ARTICLE III

CAPITAL STOCK: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE
CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 7000 SHARES OF COMMON STOCK
AT A PAR VALUE OF \$1.00 PER SHARE. STOCK MAY BE ISSUED BY THE CORPORATION FROM
TIME TO TIME FOR SUCH CONSIDERATION AS MAY BE FIXED BY THE BOARD OF DIRECTORS.
EACH SHARE OF COMMON STOCK SHALL REPRESENT ONE (1) VOTE.

UPON DISSOLUTION OR LIQUIDATION OF THE CORPORATION, THE HOLDERS OF
STOCK SHALL BE ENTITLED TO DISTRIBUTION RATABLY AS THEIR HOLDING MAY APPEAR
UPON THE STOCK RECORD OF THE CORPORATION.

ARTICLE IV

INITIAL CAPITAL: THE AMOUNT OF CAPITAL WITH THE CORPORATION WILL BEGIN
BUSINESS IS \$500.00.

ARTICLE V

TERM OF EXISTENCE: THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI

ADDRESS: THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THE PROPOSED CORPORATION IN THE STATE OF FLORIDA IS 5305 EHRLICH ROAD TAMPA, FLORIDA 33625-5510

ARTICLE VII

DIRECTORS: THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL NOT BE LESS THAN ONE OR MORE THAN THREE.

ARTICLE VIII

ADDRESS OF DIRECTORS: THE NAMES OF THE INITIAL OR FIRST DIRECTORS AND STREET ADDRESS OF THIS CORPORATION WHO IS SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF CORPORATION BY BY-LAWS OF THIS CORPORATION AND THE GENERAL LAWS OF THE STATES OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OR UNTIL HIS SUCCESSOR OR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

RAMON HERNANDEZ, JR
5305 EHRLICH ROAD
TAMPA, FL 33625-5510

PRESIDENT & TREASURER

JUAN C. VILLALTA
5305 EHRLICH ROAD
TAMPA, FL 33625-5510

VICE PRESIDENT & SECRETARY

ARTICLE IX

INCORPORATORS: THE NAME AND ADDRESS OF THE INCORPORATORS AND THE NUMBER OF SHARES OR STOCK WHICH HE HAS AGREED TO TAKE IS:

RAMON HERNANDEZ, JR
5305 EHRLICH ROAD
TAMPA, FL 33625-5510

255 SHARES

JUAN C. VILLALTA
5305 EHRLICH ROAD
TAMPA, FL 33625-5510

245 SHARES

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE: THE NAME AND STREET
ADDRESS OF THE REGISTERED AGENT AND REGISTERED OFFICE IS:

RAMON HERNANDEZ, JR
5305 EHRLICH ROAD
TAMPA, FL 33625-5510

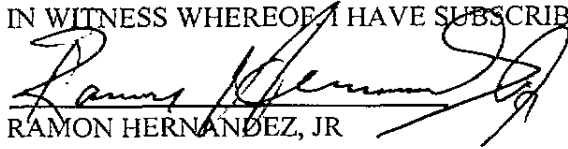
ARTICLE XI

OTHER PROVISIONS:

A. THE REGULATION OF THE BUSINESS AND THE CONDUCT OF THE AFFAIRS OF THIS CORPORATION AND PROVISIONS CREATING, DIVIDING AN LIMITING THE POWERS OF THE CORPORATION AND THE STOCKHOLDERS, INCLUDING BUT NOT LIMITED TO PROVISIONS GOVERNING THE ISSUE OF STOCK CERTIFICATES TO REPLACE LOST OR DESTROYED STOCK CERTIFICATES SHALL BE GOVERNED BY THE BY-LAWS OF THIS CORPORATION WHICH MAY BE MADE AND ADOPTED BY THE SHAREHOLDERS IMMEDIATELY AFTER ADJOURNING OF THE ORGANIZATIONAL MEETING, AND THE STOCKHOLDERS SHALL HAVE THE POWER AND AUTHORITY TO AMEND, MODIFY, CHANGE AND REPEAL BY LAWS OF THE CORPORATION.

B. NO CONTRACT, ACT OR TRANSACTION OF THE CORPORATION WITH ANY PERSON OR PERSONS, FIRM OR CORPORATION, IN THE ABSENCE OR FRAUD, SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OFFICER OR OFFICERS, DIRECTORS OR DIRECTOR OF THE CORPORATION IS A PARTY TO OR ARE THE PARTIES TO OR INTERESTED IN SUCH CONTRACT, ACT OR TRANSACTION OR IN ANY WAY CONNECTED WITH SUCH PERSON OR PERSONS, FIRM OR CORPORATION AND EACH AND EVERY PERSON WHO MAY BECOME A DIRECTOR OR AND OFFICER OF THE CORPORATION IS HEREBY RELIEVED FROM ANY LIABILITY THAT MIGHT OTHERWISE EXIST FROM THIS CONTRACTING WITH THE CORPORATION FOR THE BENEFIT OF HIMSELF OR ANY FIRM, ASSOCIATION OR CORPORATION IN WHICH HE MAY BE IN ANYWISE INTERESTED.

IN WITNESS WHEREOF I HAVE SUBSCRIBED MY NAME THIS 20TH DAY OF MAY, 2003


RAMON HERNANDEZ, JR


JUAN C. VILLALTA

I HEREBY AND FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID CORPORATION.


RAMON HERNANDEZ, JR
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 20TH DAY OF
MAY, 2003, BY RAMON HERNANDEZ, JR, WHO IS PERSONALLY KNOWN TO ME AND WHO
DID TAKE AN OATH.


E. TOLEDO
COMMISSION NO DD 141269

EDUARDO TOLEDO
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD141269
EXPIRES 9/10/2006
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TALLAHASSEE, FLORIDA
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