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FLORIDA PROFIT CORPORATION OR P.A.

kehoe millennium properties, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
KEHOE MILLENNIUM PROPERTIES, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is KEHOE MILLENNIUM PROPERTIES, INC.

The corporation's principal address is 930 Washington Ave., Ste. 209, Miami Beach, Florida 33139.

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ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

Prepared by: JAY ROTHLEIN, ESQ.
930 Washington Ave., Suite 209
Miami Beach, FL 33139 (305)532-2350

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is: **JAY ROTHLEIN, ESQ.**
930 Washington Avenue
Suite 209, Bank of America
Miami Beach, FL 33139

ARTICLE VII
INITIAL OFFICERS and BOARD OF DIRECTORS

The corporation shall have 0 Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial officers and their respective offices are:

PRESIDENT:
CASEY C. KEHOE
4643 Los Feliz Blvd.
Los Angeles, CA 90027

VICE-PRESIDENT:
ALGENE DALTON
19 Al Canta Lane
Key Largo, FL 33037

TREASURER/SECRETARY:
JAY ROTHLEIN
930 Washington Ave., Ste. 209
Miami Beach, FL 33139

ARTICLE VIII

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who

may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer of director, to the full extent permitted by law.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing of these articles.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

ARTICLE XIII
INCORPORATOR

The incorporator is **CASEY C. KEHOE** and his corporate address is 930 Washington Ave., Ste. 209, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, I have set my hand and seal this ____ day of August, 2003.



CASEY C. KEHOE

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **CASEY C. KEHOE**, who produced as identification DL# _____, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this ____ day of August, 2003, at Miami Beach, Miami-Dade County, Florida.

NOTARY PUBLIC
State of Florida

My commission expires:

HUWU05347

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

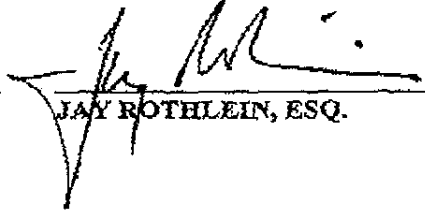
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **KEHOE MILLENNIUM PROPERTIES, INC.**, a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named **JAY ROTHLEIN, ESQ.**, located at 930 Washington Avenue, Ste. 209, Miami Beach, Florida 33139, as its agent to accept service of process with this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, **JAY ROTHLEIN, ESQ.**, hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

8/14/03
DATE


JAY ROTHLEIN, ESQ.

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