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LAW OFFICES OF
CRAIG R. DEARR, P.A.
6950 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33156

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RECEIVED
JAN 17 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 12, 1996

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: MILLENNIUM HOLDINGS, INC.
Our File Number: 5412.1

Dear Sirs:

200001690392
-01/17/96--01028--016
****122.50 ****122.50

Enclosed are the Articles of Incorporation for
MILLENNIUM HOLDINGS, INC. and our check for the filing fee in
the amount of \$122.50.

Please return the Certificate and filed articles to my
office at the address shown above.

Very truly yours,
CRAIG R. DEARR, P.A.

CRAIG R. DEARR
For the firm

CRD/sw

Enclosures as stated.

Mr. Dearr

1-19-96
[Signature]

DIVISION OF CORPORATIONS

NAME: MILLENNIUM HOLDINGS, INC.

ADDRESS: 9360 Sunset Drive, Suite 287

CITY: Miami

STATE: Florida

ZIP CODE: 33173

TELEPHONE NUMBER WITH AREA CODE:

NAME OF CORPORATION: MILLENNIUM HOLDINGS, INC.

FILED
55 JUN 17 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR OFFICE USE ONLY

____ DOMESTIC

____ AMENDMENT

____ SEARCH

____ FOREIGN

____ DISSOLUTION

____ MERGER

____ PROFIT

____ REINSTATEMENT

____ MARK

____ NON-PROFIT

____ ANNUAL REPORT

____ RESERVATION

____ LIMITED
PARTNERSHIP

____ CERTIFICATE
UNDER SEAL

____ CERTIFIED
COPY

____ OTHER

ARTICLES OF INCORPORATION
OF
MILLENNIUM HOLDINGS, INC.

ARTICLE I. NAME AND ADDRESS:

The name and principal office address of this corporation is
MILLENNIUM HOLDINGS, INC.
9360 Sunset Drive, Suite 287, Miami, Florida 33173

ARTICLE II. PURPOSE:

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

ARTICLE III. CAPITAL STOCK:

This corporation is authorized to issue 100 shares of \$1.00
par value common stock.

ARTICLE IV. PREEMPTIVE RIGHTS:

Every shareholder, upon the issuance or sale of either new or
treasury stock for cash, property, services in payment of
corporate debts or otherwise shall have the right to purchase
his proportionate share thereof.

ARTICLE V. INITIAL REGISTERED OFFICE OF AGENT:

The street address of the initial registered office of this
corporation is:

9360 Sunset Drive
Suite 287
Miami, Florida 33173

and the name of the initial registered agent of this
corporation at that address is:

DAVID K. FIELDS

which agent, pursuant to Section 48.091, Florida Statutes,
shall accept service of process within this State.

ARTICLE VI. BOARD OF DIRECTORS:

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
David K. Fields	12663 S.W. 94 Place Miami, Florida 33176
John F. Black, III	3665 Dwight Davis Drive Tallahassee, Florida 32312
William B. Hanna	2608 Dogwood Court Wexford, Pennsylvania 15090

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director of officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such

corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any may vote there at to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INCORPORATOR:

The name and address of the person signing these Articles of Incorporation is:

DAVID K. FIELDS
9360 Sunset Drive
Suite 287
Miami, Florida 33173

ARTICLE VIII. BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders and Board of Directors.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 11 day of January, 1996.

David K. Fields
DAVID K. FIELDS, Subscriber

STATE OF FLORIDA }
 } ss
COUNTY OF DADE }

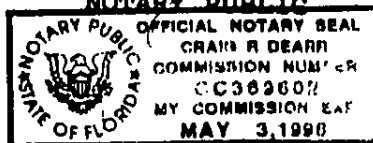
I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the state and county above named, to take acknowledgments, personally appeared

DAVID K. FIELDS

to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named this 11 day of January, 1996.

My Commission Expires:



The undersigned having been named to accept service of process for the above corporation at the place designated in Article V. hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

David K. Fields
DAVID K. FIELDS
Registered Agent