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TALLAHASSEE, FL 32301-2607
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P96000092188

ACCOUNT NO. : 072100000032

REFERENCE : 148863 4306424

AUTHORIZATION : Patricia Pyjot

COST LIMIT : \$ 122.50

ORDER DATE : November 8, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 148863-005

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: MILLENNIUM-NET-CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

Dmc 11/8/96

000002000290--3

FILED
96 NOV -8 PM 3:52
96 NOV -8 PM 10:10
STATE OF FLORIDA
TALLAHASSEE
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
MILLENNIUM-NET-CORPORATION**

FILED
96 NOV -8 PM 3:52
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Millennium-Net-Corporation, (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2333 Ponce de Leon Boulevard, Suite 1101, Coral Gables, Florida 33134; and the name of the initial registered agent of the Corporation at that address is Rogelio Salges.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 2333 Ponce de Leon Boulevard, Suite 1101, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

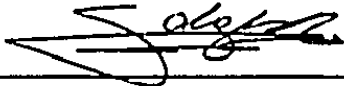
Rogelio Salges
2333 Ponce de Leon Boulevard, Suite 1101
Coral Gables, Florida 33134

ARTICLE VII - INCORPORATOR

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

Rogelio Salges
2133 Ponce de Leon Boulevard
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 31 day of October, 1996.



Rogelio Salges, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

FILED

96 NOV -8 PM 3: 52

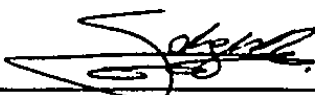
**CLERK OF STATE
TALLAHASSEE, FLORIDA**

That Millennium-Net-Corporation, desiring to organize under the laws of the State of Florida, has named Rogelio Salges, located at 2333 Ponce de Leon Boulevard, Suite 1101, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 31 day of October, 1996.



Rogelio Salges, Registered Agent