CORPORATION NA	ME(S) & DOCUMENT	NUMBER(S) (if known):	
1. Millennium	Telemedia, /	(Document #)	
2.	80011 (401110)	(Boddinord P)	
(Corporation Name)		(Document #)	
3.		•	
(Corporation Name)		(Document #)	
4. Corpor	ation Name)	(Document #)	
Walk in	Pick up time	Certified Copy	
Walk in Mail out	Will wait Photoco	Opy Certificate of Status	
NEW FILINGS	AMENDMEN7	rs -	
X Profit	Amendment		
NonProfit	Resignation of R.A.,	Resignation of R.A., Officer/Director	
Limited Liability	Change of Registere	Change of Registered Agent	
Domestication	Dissolution/Withdrav	Dissolution/Withdrawal	
Other	Merger		
OTHER FILINGS	REGISTRATION/ QUALIFICATION		
Annual Report	Foreign	3 600	
Fictitious Name	Limited Partnership	 	
Name Reservation	Reinstatement		

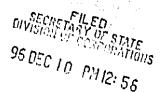
Examiner's Initials

D. BROWN DEC 1 0 1996

Trademark

Other

CR2E031(10/92)



ARTICLES OF INCORPCRATION

<u>OF</u>

MILLENNIUM TELEMEDIA, INC.

ARTICLE I -- NAME

The name of this corporation is MILLENNIUM TELEMEDIA, INC.

The principle place of business and the mailing address of this corporation shall be: 1208 NE 91st Street, Miami, Florida, 33138.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized primarily for the purpose of developing, producing, organizing, and/or operating programming involving the use of interactive telecommunications network(s) and telemarketing, and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 value common stock which shall be designated as "Common Stock".

ARTICLE V --- PRE-EMPTIVE RIGHTS

Pursuant to Florida Statutes §607.0630, as amended from time to time, every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is of. do others.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1208 NE 91st Street, Miami, Florida, 33138, and the name of the initial registered agent of this corporation at that address is Robert Michael Ingria.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws;

however, there shall never be less than one (1) Director nor more than five (5). The names and addresses of the initial Board of Directors of the corporation are:

Robert Michael Ingria 1208 NE 91st Street Miami, Florida, 33138

Jorge Ramos 15008 S.W. 153rd Court Miami, Florida, 33161

Geoffrey K. Robinson 764 NE 111th Street Biscayne Park, Florida, 33161

ARTICLE VIII -- INCORPORATORS

The name and address of the Incorporator signing these Articles is: Robert Michael Ingria, 1208 NE 91st Street, Miami, Florida, 33138.

ARTICLE IX -- INDEMNIFICATION

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

ARTICLE X --- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the Th day of December, 1996.

ROBERT MICHAEL INGRIA

STATE OF FLORIDA

SS

COUNTY OF DADE

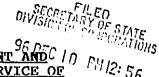
The foregoing instrument was acknowledged before me this day of Derun 1996, by ROBERT MICHAEL INGRIA.

671

Notary Public, State of Florida



Personally Known X OR Produced Identification
Type of Identification Produced



CERTIFICATE DESIGNATING REGISTERED AGENT AND 10 PHIZ: 56 PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that MILLENNIUM TELEMEDIA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1208 NE 91st Street, Miami, Florida, 33138, has named Robert Michael Ingria, located at 1208 NE 91st Street, Miami, Florida, 33138, as agent to accept service of process within Florida.

Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

> ROBERT MICHAEL Registered Agent