

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Millennium USA Corp.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

DIVISION OF CORPORATION

97 JAN 17 PM 12:58
 RECEIVED

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAP _____

WALK-IN Will Pick Up 1-17 300

Joe
1/21

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 15% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
97 JAN 17 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF MILLENNIUM USA CORP.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
Millennium USA Corp.

Article II, Mailing Address

The mailing address of this corporation shall be:
7061 Grand National Dr. # 107-A - Orlando, FL., 32819

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Edegar A. Pinto
5850 Lakehurst Dr. # 100 - Orlando, FL., 32819

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Edegar A. Pinto
Address
5850 Lakehurst Dr. # 100 - Orlando, FL., 32819.

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Article VI, Purpose.

The purpose of this corporation shall be to commerce, sell, buy, import and export all types of merchandise goods and services, real estate development, building, and investment, as well as to be the representative of other companies if so is desired. This Corporation will also trade in the tour, travel and transportation business with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

J. Roberto Toledo Alves - President and Director.

Arlindo Marques S. Junior - Vice-President and Director.

Marco A. de Castro E. Santo - Secretary, Treasurer and Director

Postal address at:

7061 Grand National Dr. # 107-A - Orlando, FL., 32819.

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Affidavit

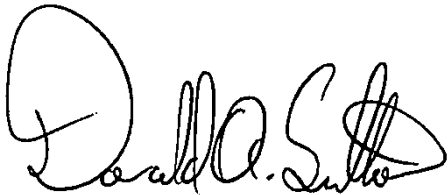
State of Florida, Orange County.

Before me this day personally appeared Edegar A. Pinto, who being duly sworn, deposed and said that he is the Incorporator of Millennium USA Corp., and is hereby duly authorized, responsible and apt to Incorporate according to the Statutes or the State of Florida.



Edegar A. Pinto

Sworn to and subscribed before me this January 11, 1997.



Notary Public

DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Service

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MILLENNIUM USA CORP.

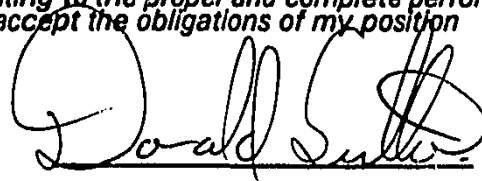
2. The name and address of the registered agent and office is:

Edegar A. Pinto
(Name)
5850 Lakehurst Dr. # 100
(P.O. Box not acceptable)
ORLANDO, FL 32819
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)



STATE OF FLORIDA
COUNTY OF ORANGE
The foregoing instrument was acknowledged before
me this 13 day of MAY, 1996, by EDEGAR
A. PINTO
Personally Known X OR Produced Identification _____
Type of Identification Produced _____

DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Service