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NAME: MILLENNIUM CLUB, INC.
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ARTICLES OF INCORPORATION

OF

MILLENNIUM CLUB, INC.

The undersigned, Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **MILLENNIUM CLUB, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office 3600 S. State Rd 7 (441), Suite 3340, Miramar, FL 33023 and mailing address of Corporation is P. O. Box 190007, Miami Beach, Florida 33119-0007.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

JEANNETTE ANDREWS, ESQ.
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8934
BAR #: 0075124

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H 97000003093**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 3600 S. State Rd 7 (441), Suite #340, Miramar, FL 33023, and the registered agent at that office is SEBRINA WATKINS.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the Initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The Initial Board of Directors of the Corporation shall be comprised of:

SEBRINA WATKINS
3600 S. State Rd 7 (441), Suite #340
Miramar, FL 33023

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

SEBRINA WATKINS
3600 S. State Rd 7 (441), Suite #340
Miramar, FL 33023

IN WITNESS WHEREOF, I, **SEBRINA WATKINS**, the undersigned incorporator, have signed these Articles of Incorporation on this 21st day of February, 1997, and acknowledged the same to be my act.


SEBRINA WATKINS

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of February, 1997 by **SEBRINA WATKINS**, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a **FLORIDA DRIVER'S LICENSE** as identification.

NOTARY PUBLIC:

SIGN: PRINT: Geraldine M. Ballew
STATE OF FLORIDA AT LARGE

Geraldine M. Ballew
My Commission OCS77691
Expires Aug. 18, 2000

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **MILLENNIUM CLUB, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **MIRAMAR**, County of **BROWARD**, State of Florida, has named **SEBRINA WATKINS**, at **3600 S. STATE RD 7 (441), SUITE #340**, in the City of **MIRAMAR**, County of **BROWARD**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: _____

S. Watkins
SEBRINA WATKINS

DATE: February 21, 1997

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TALLAHASSEE, FLORIDA