

03/03/1997 17:02

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ARTICLES OF INCORPORATION

FILED

97 MAR -4 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Millennium Investment Group, Inc.

Article II. Address

The mailing address of the Corporation is:
Millennium Investment Group, Inc.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

EFFECTIVE DATE

3-3-97

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Fernando Garcia, Esq.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Fernando Garcia
Frank J. Rodriguez
Julio Doval
Miguel Machin, Jr.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Fernando Garcia FL Bar Member
Law Office of Fernando Garcia
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

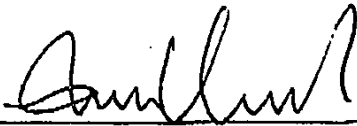
The name and address of the incorporator is:

Fernando Garcia
Law Office of Fernando Garcia
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 3, 1997

The undersigned incorporator executed these Articles of Incorporation on March 3, 1997



FERNANDO GARCIA
by L.A. Uriarte as attorney-in-fact

Fernando Garcia FL Bar Member
Law Office of Fernando Garcia
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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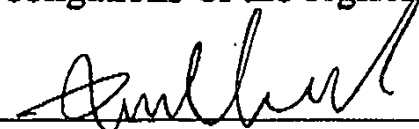
CORPORATION:

Millennium Investment Group, Inc.

REGISTERED AGENT/OFFICE:

Fernando Garcia, Esq.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FERNANDO GARCIA, ESQ.

by L.A. Uriarte as attorney-in-fact

Date: 3/3/97

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