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3/12/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

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NAME: MILLENNIUM ~~RESOURCES, INC.~~ Global Resources, Inc.

AUDIT NUMBER.....H97000004209

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Handwritten signature and date: 3/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

ACE INDUSTRIES, INC.

SUBJECT: MILLENNIUM RESOURCE, INC.
REF: W97000005811

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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NAME CONFLICTS WITH MILLENNIUM RESOURCE, INC. FILED ON 11/14/96

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
of
MILLENNIUM GLOBAL RESOURCES, INC.

97 MAR 12 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is:

MILLENNIUM GLOBAL RESOURCES, INC.

ARTICLE II

The principal office and the mailing address of the corporation is:

1545 EUCLID AVENUE, APT 2-F, MIAMI BEACH, FL 33139

ARTICLE III

The period of its duration is perpetual. It will commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to have outstanding anytime is FIVE HUNDRED (500) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI

The name and address of the initial registered agent and office of this corporation is as follows:

Claudio A. Gonzalez
1545 Euclid Avenue, Apt 2-F
Miami Beach, FL 33139

H97-4209
Prepared by
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-368-2571

H97-4209

ARTICLE VII

This Corporation will have one director initially. They may either increase or decrease the number of directors from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but will never be less than one. The names and street addresses of the initial directors of the corporation are as follows:

Name	Address
Claudio A. Gonzalez	1545 Euclid Avenue, Apt 2-F Miami Beach, FL 33139

ARTICLE VIII

This corporation reserved the right to amend or repeal any provisions contained in these Articles or Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE IX

Each shareholder of this corporation will have the first right to purchase shares (and securities convertible into shares), of any class, kinds of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. Any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice will deem this right. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XI

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

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ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. The Board of Directors will approve of Directors and approve every amendment and approve at a stockholder meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this day of 1997.


SUBSCRIBER

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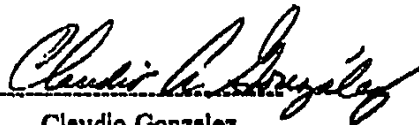
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In compliance with the laws of the State of Florida, we submit the following:

FIRST: That MILLENNIUM GLOBAL RESOURCES, ^{INC.} desiring to organize under the Laws of the State of Florida with its principal offices as shown in the Articles of Incorporation, in the County of Dade, State of Florida, has named CLAUDIO A. GONZALEZ, at 1545 Euclid Avenue, Apt 2-F, Miami Beach, FL 33139, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Claudio Gonzalez
Resident Agent

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TALLAHASSEE, FLORIDA

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