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ACCOUNT NO. : 072100000032

REFERENCE : 359044 4728359

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 8, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 359044-005

CUSTOMER NO: 4728359

CUSTOMER: Barbara Rowe, Legal Assistant
BUSH ROSS GARDNER WARREN &
RUDY
220 South Franklin Street

Tampa, FL 33602

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FLORIDA

DOMESTIC FILING

NAME: MILLENNIUM CONCEPTS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

RECEIVED
97 MAY - 8 AM 11:35

MAY - 8 1997

BUSH ROSS GARDNER WARREN & RUDY, P.A.

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DAVID B. WILLIAMS

May 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Millennium Concepts, Inc.
Our File No. MIGR-1

Dear Madam/Sir:

On behalf of our captioned client, enclosed are an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1. Filing Fee for Articles of Incorporation	\$35.00
2. Certified copy of Articles of Incorporation	52.50
3. Registered Agent Fee	<u>35.00</u>
	 \$122.50

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, please call me directly.

Yours truly,

Mindy L. Carreja
Mindy L. Carreja

mlc

Enclosures

cc: Mark I. Gibson
J. Guy Revelle, III
122393

57/91
77-371152
ARTICLES OF INCORPORATION
OF
MILLENNIUM CONCEPTS, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Millennium Concepts, Inc. and its principal office and mailing address is 41 West Church Street, Suite 200, Orlando, Florida 32801.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 10,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in all dividends and distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as may be determined by the Board of Directors.

Each share of issued and outstanding Preferred Stock shall be entitled to the rights, preferences and limitations fixed and determined by resolution of the Board of Directors. The Board of Directors shall have authority, by resolution duly adopted by a majority of the Board of Directors and without the necessity of shareholder action thereon, to fix and establish one or more series of Preferred Stock and to vary the relative rights and preferences between each series of Preferred stock so established. Any such resolution fixing and determining the rights, preferences and limitations of one or more series of Preferred Stock shall be duly filed with the Florida Department of State as an amendment to these Articles of Incorporation prior to issuing any shares of any one or more series of Preferred Stock so established. The Board of Directors is also hereby empowered to classify or reclassify any unissued shares of Preferred Stock by

fixing or altering the terms thereof and by assigning the same to an existing or newly established series from time to time before the issuance of such shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Mindy L. Carreja.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Barbara Rowe	220 South Franklin Street Tampa, Florida 33602

ARTICLE VII

By-Laws

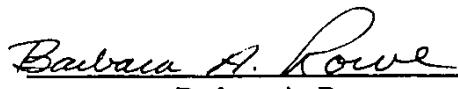
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation may indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 7th day of May, 1997.


Barbara A. Rowe
Barbara A. Rowe

122393

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, The Millennium Group, Inc., desiring to organize under the laws of the State of Florida, hereby designates Mindy L. Carreja, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

Millennium Concepts, Inc.

By: Barbara A. Rowe
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Mindy L. Carreja
Mindy L. Carreja

122393

TAMPA, FLORIDA
JULY 1, 1992