

P91000043108
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002140603--5
-04/11/97-01083-016
****131.25 ****131.25

SUBJECT: MILLENNIUM ENERGY POWER INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: ANTONIO A ALVAREZ
Name (Printed or typed)

1545 MILLER RD.
Address

CORAL GABLES . FLORIDA 33146
City, State & Zip

(305) 224-7325
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 AM 10:49

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1997

ANTONIO A. ALVAREZ
1545 MILLER ROAD
CORAL GABLES, FL 33146

SUBJECT: MILLENNIUM ENERGY POWER INC.
Ref. Number: W97000008593

We have received your document for MILLENNIUM ENERGY POWER INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 997A00018665



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 8, 1997

ANTONIO A. ALVAREZ
1545 MILLER ROAD
CORAL GABLES, FL 33146

SUBJECT: MILLENNIUM ENERGY POWER INC.
Ref. Number: W97000008593

We have received your document for MILLENNIUM ENERGY POWER INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 497A00024656

ARTICLES OF INCORPORATION
OF

MILLENNIUM ENERGY POWER INC.

ARTICLE ONE

THE NAME OF THE CORPORATION IS. **MILLENNIUM ENERGY POWER INC.**

ARTICLE TWO

THE PERIOD OF ITS DURATION IS PERPETUAL.

ARTICLE THREE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA CORPORATION ACT.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS ONE HUNDRED (100) OF THE PAR VALUE OF DOLLARS (\$ 00.00) EACH.

ARTICLE FIVE

THE CORPORATION WILL NOT COMMENCE BUSINESS UNTIL IT HAS RECEIVED FOR THE ISSUANCE OF SHARES CONSIDERATION OF THE VALUE OF \$1000.00 CONSISTING OF MONEY, LABOR DONE OR PROPERTY ACTUALLY RECEIVED.


ARTICLE SIX

THE STREET ADDRESS OF ITS INITIAL REGISTERED OFFICE IS 1545 MILLER RD. CORAL GABLES, FL 33146 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS ANTONIO A ALVAREZ. THE PRINCIPAL OFFICE ADDRESS AND THE REGISTERED OFFICE ADDRESS ARE THE SAME. 1545 MILLER RD. CORAL GABLES- FLORIDA 33146.

ARTICLE SEVEN

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS TWO (2) AND THE NAME AND ADDRESSES OF THE PERSON OR PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 AM 10:49



CONTINUATION OF ARTICLE SEVEN.

NAME	MAILING ADDRESS
<u>ANTONIO A ALVAREZ (PRESIDENT)</u>	<u>1545 MILLER RD.CORAL GABLES FL 33146</u>
<u>ALICIA A ALVAREZ (VICE-PRESIDENT)</u>	<u>1545 MILLER RD.CORAL GABLES FL 33146</u>
<u> </u>	<u> </u>

A R T I C L E E I G H T

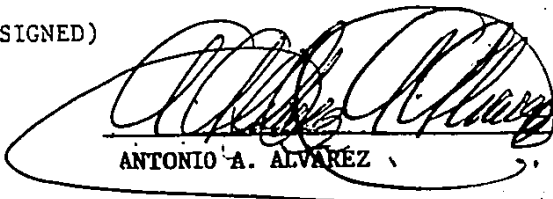
THE BOARD OF DIRECTORS IS EMPOWERED TO MAKE, ALTER OR REPEAL THE BYLAWS OF THE CORPORATION WITHOUT RESTRICTION OF THEIR POWERS CONFERRED BY STATUTE.

A R T I C L E N I N E

THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

NAME -	MAILING-ADDRESS
<u>ANTONIO A ALVAREZ (PRESIDENT)</u>	<u>1545 MILLER RD.CORAL GASLES. FL 33146</u>
<u>ALICIA A ALVAREZ (VICE-PRESIDENT)</u>	<u>1545 MILLER RD CORAL GABLES. FL 33146</u>

(SIGNED)


ANTONIO A. ALVAREZ

A R T I C L E T E N

THE POWERS OF THE INCORPORATORS CEASE UPON FILLING OF THE ARTICLES OF INCORPORATION.

CERTIFICATE OF DESIGNATION 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 ENERGY POWER INC.
(must include suffix)

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

ANTONIO A. ALVAREZ

(Name)

1545 MILLER RD. CORAL GABLES. FLORIDA 33146

(Street address - P. O. Box not acceptable)

CORAL GABLES FLORIDA 33146

(City/State/Zip)

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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)

04-03-97

(Date)

Registered Agent filing fee \$35.00