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July 11, 1997

New Corporate Filings
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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***122.50 ***122.50

I have included in this package two (2) originals of the Articles of Incorporation for Millenium Financial Group, Inc. to be filed as a corporation in the State of Florida.

Enclosed also for filing fees is a money order in the amount of \$122.50 that includes sufficient funds to provide me with a certified copy by return prepaid Federal Express.

Thank -you.
Millenium Financial Group, Inc.


Stephen Staffieri
For The Firm

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

Millenium Financial Group, Inc.

The undersigned, being an individual, does hereby act as incorporator for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, and therefore, adopts the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The corporate name for the corporation (hereinafter the "corporation") is:

Millenium Financial Group, Inc.

ARTICLE II EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act. In furtherance of such lawful purposes, the corporation shall have and may exercise all rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any its corporate purposes.

ARTICLE IV CAPITALIZATION

The number of shares which this corporation shall have authority to issue is one hundred thousand (100,000) shares at par value of one tenth of one cent (\$.001) per share and are of the same class and are to be common shares. There shall be no cumulative voting by shareholders. The shareholders shall have no preemptive rights to acquire any shares of the corporation. The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE V INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office in the State of Florida is 3441 N.W. 44th Street, #203, Ft. Lauderdale, Florida, 33309 and the name of its initial registered agent at said registered office is Stephen Staffieri. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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ARTICLE VI
PRINCIPAL OFFICE

The address of the principal office of the corporation is 3441 N.W. 44th Street, #203, Ft. Lauderdale, Florida, 33309. The corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of this corporation is one (1) and the number of directors of this corporation shall not be less than one (1). The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is:

Stephen Staffieri
3441 N.W. 44th Street, #203, Ft. Lauderdale, Florida, 33309

ARTICLE VIII
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE IX
ADDITIONAL ENGAGEMENTS

Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ARTICLE X
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Stephen Staffieri
3441 N.W. 44th Street, #203, Ft. Lauderdale, Florida, 33309

Dated this 11th day of July, 1997.


Stephen Staffieri, Incorporator

City Ft. Lauderdale
County of Broward
State of Florida

WRITTEN CONSENT OF INCORPORATOR TO ORGANIZATIONAL ACTION
OF

Millenium Financial Group, Inc.

Under Section 607.0205 of the Florida Business Corporation Act

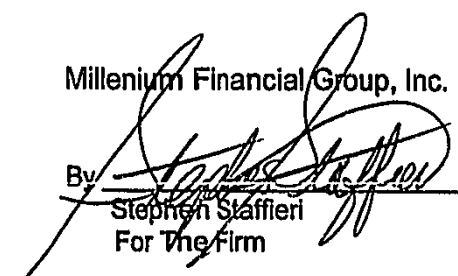
The following action is taken this day through this instrument by the incorporator of the above named corporation. The election of the following person to serve as the initial director of corporation until the first shareholders' meeting or until such other time at which directors are elected:

Stephen Staffieri
3441 N.W. 44th Street, #203, Ft. Lauderdale, Florida, 33309

Signed on July 11, 1997

Having been named its Registered Agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Millenium Financial Group, Inc.

By 
Stephen Staffieri
For The Firm

Date: July 11, 1997

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