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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MILLENNIUM PRODUCTION, INC.

AUDIT NUMBER.....H97000012682

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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Bm 8/11/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1997

EMPIRE

SUBJECT: MILLENIUM PRODUCTION, INC.
REF: W97000017938

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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of 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 (850) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: E97000012682
Letter Number: 897A00039628

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CLERK OF DISTRICT COURT
MILWAUKEE, WISCONSIN

ARTICLE OF INCORPORATION
OF
MILLENNIUM STAR PRODUCTION, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

MILLENNIUM STAR PRODUCTION, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation will be:

RECORD PRODUCTION & MANAGEMENT

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCKS

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are sixty (60) shares no par value

Carlos A. Santos, II
7301 West Flagler St.
Miami, Fla. 33145
(305) 269-8288
Fla. Bar 249009

(1) HA7000012682

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ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect take place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the state of Florida is

10521 S.W. 103 AVE., MIAMI, FLORIDA 33176

The registered office address of this Corporation in the state of Florida is

10521 S.W. 103 AVE., MIAMI, FLORIDA 33176

Its registered agent:

NANCY IGLESIAS

The Board of Directors may from time to time move the principal to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholders meeting will take place once a year or without the geographical boundaries of the State of Florida. A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not even shall a quorum consist of less than one third of the shares entitled to vote at the meeting. Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

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ARTICLE VII - DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1). The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though no specifically herein provide for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporations; any director may be a member, may be party to, or may pecuniarily or otherwise interested in any contract or transaction of the

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corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not such director or officer of such other corporation or not so interested

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME	SHARES	ADDRESS
ALEJANDRO JAEN	20	10521 S.W. 103 AVE. MIAMI, FLORIDA 33130
NANCY IGLESIAS	20	17620 N.W. 18 AVE. MIAMI, FLORIDA 33056
LUIS ALBERTO MANRARA	20	2838 W. 71 PLACE MIAMI, FLORIDA 33016

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ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these articles of Incorporation is:

NAME	ADDRESS
ALEJANDRO JAEN President	10521 S.W. 103 Ave., Miami Fl.
Luis Alberto Manrara V. President	2838 W. 71 Pl. Hialeah, Fl.
Nancy Iglesias Treasurer	17620 N.W. 18 Ave., Miami, Fl.

ARTICLE - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in its original articles at the time of the amendment.

A charter amendment required the affirmative vote of the holders of majority of the shares entitled to vote thereon. Restate articles of Incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these article of incorporation have hereunto set their hands and seals this day of 1997.

----- (SEAL)
Alejandro Jaen

----- (SEAL)
Luis Alberto Manrara

----- (SEAL)
Nancy Iglesias

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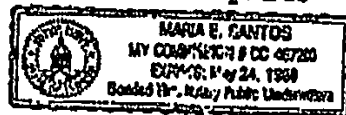
STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared Nancy Iglesias me known to be the person described as subscribers in and who executed the foregoing Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this 7th day of July 1997.

My Commission Expires



Maria E. Santos
Notary Public

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

In pursuant to Chapter 48.091 Florida Statutes, the
following is submitted in compliance with said Act:

STAR

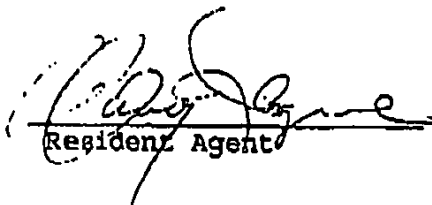
FIRST MILLENNIUM A PRODUCTION, Inc. desiring to organize under the laws of the State of Florida with its principal office address, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE State Florida has named NANCY IGLESIAS located at 17620 N.W. 18TH AVE, Miami, Dade County, Florida as its agent to accept services of Process within the State.

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ACKNOWLEDGMENT,

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


Resident Agent

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