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8/15/97

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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*****70.00 *****70.00

Re: Articles of Incorporation
Millennium Beverage Company

Dear Secretary:

I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
	<u>\$70.00</u>

Please file the Articles of Incorporation and return a copy to this office.

Very truly yours,

Todd F. Walker

FILED
97 AUG 18 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 01/19/97

**ARTICLES OF INCORPORATION
OF
MILLENNIUM BEVERAGE COMPANY**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

Millennium Beverage Company

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Ten Million (10,000,000) shares of common stock with zero par value. This corporation is also authorized to issue Ten Million (10,000,000) shares of preferred stock.

ARTICLE V

Preferences, Privileges, Restrictions and Rights

1. **Common Shares.** Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock. Common shareholders have preemptive rights.

2. **Preferred Shares.** The Corporation may issue preferred shares in one or more series. The Board of Directors is authorized to determine, in the manner provided by law, the preferences, limitations, and relative rights of each series. Each series must be given a distinguishing designation. All shares within a series must have preferences, limitations, and relative rights identical with those of all other shares of the same series and, except otherwise provided in the description of the series, those of other preferred shares. The preferences, limitations and relative rights the Board of Directors may consider include, among others, (i) the rates, time of accrual and payment of dividends; (ii) the amount or amounts payable upon, and the manner of, redemption; (iii) the amount or amounts payable upon liquidation, dissolution or wind-up of the Corporation; (iv) sinking fund provisions; (v) the terms and rates of conversion or exchange; and (vi) voting rights. Except as provided in these Articles of Incorporation, preferred shareholders will not be entitled to participate in the earnings or assets of the Corporation. The Board of Directors may from time to time increase the number of shares of any series by providing that any unissued preferred shares will constitute part of a particular series, or may decrease (but not below the number of outstanding shares) the number of shares of any series by providing that any unissued shares previously assigned to a particular series will no longer constitute part of that series. To effectuate an increase or decrease in the number of shares of a series, the Board of Directors may fix or alter the terms of any unissued preferred shares.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 442 W. Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is: Todd F. Walker.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Millennium Beverage Company



Todd F. Walker
Todd F. Walker

ARTICLE VIII

Principal Office and Mailing Address

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

Millennium Beverage Company
442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE IX

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Todd F. Walker

120 S. Hale St.
Tampa, Florida 33609

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

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

The undersigned subscriber hereby executes these Articles of Incorporation, this 15th. day of August, 1997.



Todd F. Walker, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA