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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 385-6761

FAX #:

NAME: MILLENIUM, CORP. AUDIT NUMBER.....H97000014174 DOC
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**ARTICLES OF INCORPORATION
OF**

MILLENNIUM WORLDWIDE CORP.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be: **MILLENNIUM
WORLDWIDE CORP.** The principal place of business of this corporation shall be 1200 W. Avenue, Unit 1104, Miami Beach, Florida 33139.

ARTICLE II.

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

A. Elizabeth Guerra-Suarez
20500 W. Country Club Drive
Unit 407
Aventura Florida 33180
Tel.: (305)935-3521

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<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20500 W. Country Club Drive, Unit 407, Aventura, Florida 33180, and the name of the initial registered agent of the corporation at that address is A. Elizabeth Guerra-Suarez.

ARTICLE VI. DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Hernan Javier Carballo
1200 W. Avenue, Unit 1104
Miami Beach, Florida 33139

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

A. Elizabeth Guerra-Suarez
20500 W. Country Club Drive
Unit 407
Aventura, Florida 33180

ARTICLE VIII.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

ARTICLE X. PREEMPTIVE RIGHTS

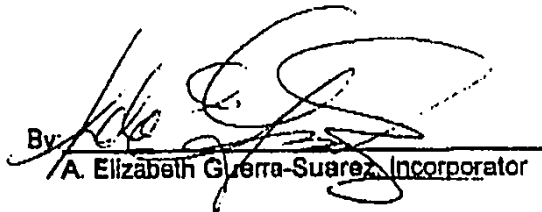
Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who

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does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 26 day of August, 1997.

By: 
A. Elizabeth Guerra-Suarez, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of A. Elizabeth Guerra-Suarez, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 26 day of August, 1997.

By 

A. Elizabeth Guerra-Suarez
Registered Agent

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