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FLORIDA DIVISION OF CORPORATIONS
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((H97000018089 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: MILLENNIUM SYSTEMS & NETWORKS, INC.

AUDIT NUMBER.....H97000018089

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

CERT. OF STATUS...0

PAGES..... 1

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ARTICLES OF INCORPORATION

Article 1: Name of Corporation MILLENNIUM SYSTEMS & NETWORKS, INC.

Address of Corporation 6281 NORTHWEST 37th TERRACE

MIAMI, FLORIDA 33166

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TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 6,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT

and

REGISTERED OFFICE:

BRUCE A. SMITH

6281 NW 37th TERRACE

MIAMI, FL 33166

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation



Signature of Registered Agent

10/30/97
Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)

First listed is President. Second is Vice-President. Then, sec/treasurer

1. BRUCE SMITH 6281 NORTHWEST 37th TERRACE MIAMI, FL 33166
2. THOMAS GASCIO 14925 SOUTHWEST 50th COURT DAVIE, FL 33331
3. NATHALIE GASCIO 14925 SOUTHWEST 50th COURT DAVIE, FL 33331

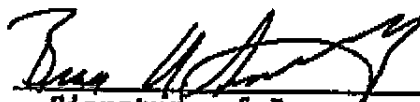
Article 5: The Name and Address of the INCORPORATOR is:

BRUCE A. SMITH

6281 NORTHWEST 37th TERRACE

MIAMI, FLORIDA 33166

In witness whereof I have subscribed my name



Signature of Incorporator

BRUCE A. SMITH

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Prepared by:

ACE INDUSTRIES, INC.

54 NW 11th Street

Miami, FL 33136

305-358-2571

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