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December 4, 1997

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****122.50 ****122.50

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Formation of "S&P MILLENNIUM CORP."
and "SMS MILLENNIUM CORP."

Dear Sir or Madam:

I enclose the Articles of Incorporation of S&P MILLENNIUM CORP. and SMS MILLENNIUM CORP. together with my 2 checks each in the amount of \$122.50 and each representing the following:

Filing Fee:
Designation of Registered Agent
Certified copy of Articles
TOTAL:

EFFECTIVE DATE
\$ 35.00
35.00 11-26-97
52.50
\$122.50.

Please file the Articles, certify the additional copy and return to the undersigned in the enclosed Federal Express mailer as soon as possible.

Thank you for your cooperation.

Sincerely,

Nancy Quintana

NANCY QUINTANA
Legal Assistant
Enclosures(4)

x:\users\station2\forms\corp\articles.ltr

RMC 12-9-97
Nancy gave auth by phone to correct the effective date 11-26-97.

FILED
97 DEC -5 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
S&P MILLENNIUM CORP.**

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97 DEC -5 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

S&P MILLENNIUM CORP.

(hereafter referred to as the "Corporation").

EFFECTIVE DATE
11-26-97

ARTICLE II - ACTIVITIES

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

5,000 Shares Common Stock - Par Value One Dollar (\$1.00).

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV - COMMENCEMENT OF EXISTENCE

This corporation shall commence its existence on the 26th day of November, 1997, and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE V - IDENTITY OF REGISTERED AGENT,
INCORPORATOR AND PRINCIPAL OFFICE AND ADDRESSES**

The following represents the identity of the Incorporator, Registered Agent and principal office of the Corporation in the State of Florida:

1. Principal Office: The street address of the principal office, the registered office and the mailing address for the Corporation in the State of Florida is:

3250 Mary Street
Suite 500
Miami, Florida 33133

2. Registered Agent: The name and address of the Initial Registered Agent of this corporation is:

Arvin Peltz, Esq.
3250 Mary Street
Suite 500
Miami, Florida 33133

3. Incorporator: The name and address of the Incorporator executing these Articles is:

Arvin Peltz, Esq.
3250 Mary Street
Suite 500
Miami, Florida 33133

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by amendment to the by-laws but shall never be less than one (1). The names and address of the initial directors of the Corporation who are to serve until their successors are duly elected and qualified are:

Peter L. Sibley
3250 Mary Street - Suite 500
Miami, Florida 33133

Susan M. Sibley
3250 Mary Street - Suite 500
Miami, Florida 33133

ARTICLE VII - CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he, or she, or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a Director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE VIII - CORPORATE DEBTS

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

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify, advance expenses on behalf of, and provide appropriate insurance for its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of November, 1997.

ARVIN PELTZ

Incorporator and Subscriber

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ARVIN PELTZ, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me under oath that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 18th day of November, 1997.



NANCY QUINTANA
My Commission CC359540
Expires Mar. 27, 1998
Bonded by HAI
800-422-1555

Nancy Quintana
Nancy Quintana
(Print Name)

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Arvin Peltz of 3250 Mary Street, Suite 500, Miami, Florida 33133, having been named as the Registered Agent of the Corporation at the place designated above, hereby acknowledges that he is familiar with and accepts the appointment and the duties of Registered Agent, agrees to act in this capacity and agrees to comply with the provision of all statutes relative to the proper and complete performance of his duties.

Signed this 18th day of November, 1997.

Arvin Peltz Registered Agent

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