



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 0972100000032
DIVISION OF CORPORATION

REFERENCE : 627395 169526A

AUTHORIZATION : *Kurt Halverson*

COST LIMIT : \$ 122.50

ORDER DATE : December 9, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 627395-005

CUSTOMER NO: 169526A

400002367204--7

CUSTOMER: Ms. Amy Concepcion
MANGUART & GOMEZ, P.A.

Main Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: MILLENIUM KEY CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (2) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

gn
12/9/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 PM 2:41

**ARTICLES OF INCORPORATION
OF
MILLENIUM KEY CORP.**

FILED
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DIVISION OF CORPORATIONS
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ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is Millenium Key Corp. and c/o Manguart & Gomez, P.A., 1428 Brickell Avenue, Main Floor, Miami, Florida 33131, respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a one dollar (\$1.00) par value per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be 1428 Brickell Avenue, Main Floor, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Julio E. Manguart, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Eugene Foo	c/o Manguart & Gomez, P.A. 1428 Brickell Avenue Main Floor Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name
Julio E. Manguart

Address
1428 Brickell Avenue
Main Floor
Miami, Florida 33131

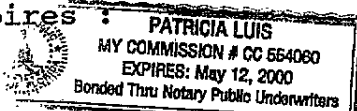
Julio E. Manguart
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of Millenium Key Corp. were acknowledged before me this 8th day of December, 1997, by Julio E. Manguart, as Incorporator, who produced his Florida driver's license as identification, but did not take an oath.

Patricia Luis
Notary Public

My commission expires :



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Millenium Key Corp. at the place designated in the Articles of Incorporation, Julio E. Manguart agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: December 8, 1997

Julio E. Manguart
Julio E. Manguart

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