

P97000106865

First Millennium Corporation
100 East Linton Blvd.
Suite 506-B
DELRAY BEACH, FL 33483

(561) 272-8080

December 9, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

100002377421--8
-12/19/97--01026--013
*****78.75 *****78.75

To whom it concerns,

Enclosed is our articles of incorporation.

I would appreciate receiving the following.....

1. A copy of the actual articles. A second copy of the articles for this purpose is enclosed.
2. A Certificate of Status.

Also enclosed is our check in the amount of Seventy Eight and 75/00 to apply as listed below. (\$78.75)

Filing Fee	\$70.00
Certificate of Status	<u>8.75</u>
Total	78.75

Please mail documents directly to.....

c/o QUASTAR CORPORATION
100 East Linton Blvd.
Suite 506-B
Delray Beach, Florida 33483

97 DEC 19 AM 8:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

It will be greatly appreciated if you can expedite this filing as soon as possible. Until I hear from your office, I wish you all a Merry Christmas, and a Happy Healthy New Year.


R.M. Marin

RP
12-22-97

**ARTICLES OF INCORPORATION
OF
FIRST MILLENNIUM CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 8:01

ARTICLE I NAME

The name of this corporation is First Millennium Corporation

ARTICLE II PURPOSE

This corporation is organized to transact any and all lawful business

ARTICLE III CAPITAL STOCK

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

<u>Number of shares authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE IV INITIAL REGISTERED OFFICE

The street address of the initial principle office of this corporation is 100 East Linton Blvd. Suite 506-B, Delray Beach, Florida 33483

Article V INITIAL REGISTERED AGENT

The registered agent for this corporation is Robert Marin located at 128 Flanders C, Delray Beach, Florida 33484

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation will have one Director initially. The number of Directors may either be increased or decreased from time to time, but shall never have less then one. The initial Director named and located at is: Robert Marin, 100 East Linton Blvd., Suite 506-B, Delray Beach, Florida 33483

ARTICLE VII NAME AND LOCATION OF THE PERSON SIGNING THESE ARTICLES

Robert Marin- 100 East Linton Blvd. Suite 506 B, Delray Beach. Florida 33483

orig.

ARTICLE VIII BY-LAWS

page 2 of 3

The power to adopt, amend, or repeal By-Laws shall be vested in the Board of Directors, but with the approval of the Share Holders.

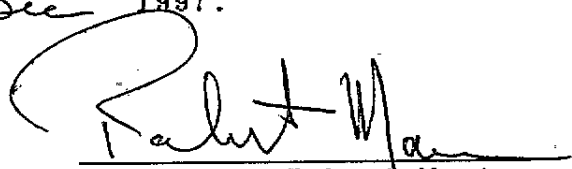
ARTICLE IX INDEMNIFICATION

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

ARTICLE X AMENDMENT

This corporation reserves the right to amend, or repeal any provisions contained in these Articles of Incorporation by the approval of the share holders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of Dec 1997.


Subscriber-Robert Marin

STATE OF FLORIDA } SS:
County of PALM BEACH }

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert Marin, known to me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged to me, 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 17th day of Dec 1997.

My commission expires 6/22/98



SHIRLEY L. SINATRA
My Commission CC377382
Expires Jun. 22, 1998
Bonded by ANB
800-852-5878

one

Page 3 of 3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

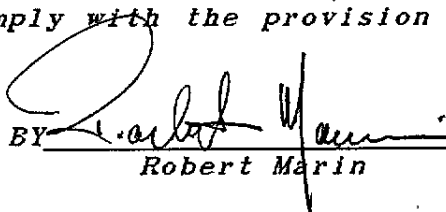
IN PURSUANCE OF CHAPTER 48.091 FLORIDA STATUTES, the following is submitted in compliance with said act:

That the First Millennium Corporation. desiring to organize under the laws of the STATE of FLORIDA with it's principle office as indicated in the ARTICLES of INCORPORATION, at the city of DELRAY BEACH, COUNTY OF PALM BEACH, STATE OF FLORIDA, has named Robert Marin, located at 128 Flanders C, Delray Beach, Fl. 33484, as it's agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said act, relative to keeping said office open.

BY


Robert Marin

97 DEC 19 AM 8:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS