

P980000008392
Paul M. Galant

Suite 226
21218 St. Andrews Boulevard
Boca Raton, Florida 33486
* 561 416-1302 * 561 289-5175 *
fax: 561 416-1857

January 23, 1998

To: Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002412179-1
-01/26/98--01124--013
****122.50 ****122.50

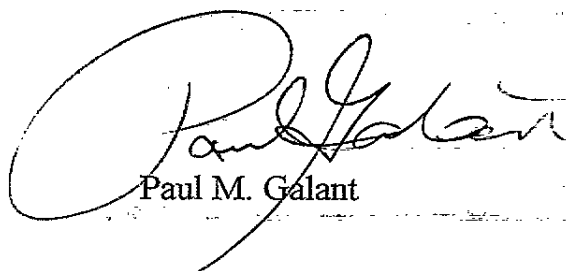
re: Millennium Apparel Group Inc.

Gentlemen,

Please file the enclosed Articles of Incorporation of the captioned new incorporation.

My check in the sum of \$122.50 is enclosed together with a duly executed duplicate original for certification.

Please call me at 561 416-1302 if there is any question with regard to this incorporation.


Paul M. Galant

Express Mail

FILED
JAN 26 PM 3:13
STATE OF FLORIDA
TALLAHASSEE

B. BROCK JAN 27 1998

**ARTICLES OF INCORPORATION
OF
Millennium Apparel Group Inc.**

FILED
98 JAN 26 PM 3:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article 1. The name of this Corporation is: **Millennium Apparel Group Inc.**

Article 2. This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Secretary of State.

Article 3. This Corporation may engage in any lawful business activity permitted under the General Corporation Act of the State of Florida.

Article 4. This Corporation is authorized to issue **THIRTY MILLION (30,000,000)** shares of Capital Stock as follows:

4.1 Preferred Stock. Five Million (5,000,000) shares of Preferred Stock, subject to the following designations:

4.1-1 One Million (1,000,000) shares are hereby designated as **Series 1, \$0.001 par value Convertible Preferred Stock**, with each share convertible into three (3) shares of \$0.001 par value Common Stock, on such other terms and conditions as may be designated by the Board of Directors at or prior to their issuance.

4.1-2 Four Million (4,000,000) shares of no par value, Preferred Stock shall remain without designation.

4.2 Common Stock. **TWENTY-FIVE MILLION (25,000,000)** shares of which shall be designated as "Common Stock", having the par value of One Mill (\$0.001) per share, and each such share shall have one vote in every vote required to be submitted to Stockholders.

Article 5. *The name and address of the initial Registered Agent is:*

Paul M. Galant, 21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 6. *The address of the Corporation is:*

21218 St. Andrews Boulevard, Suite 226, Boca Raton, Florida 33431.

Article 7. This Corporation shall initially have no less than One Director and no more than Nine Directors. The number of Directors may be increased or diminished, from time to time, by the action of the board of directors or by the majority vote of the stockholders.

Article 8. The By-Laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority of the board of directors or the Stockholders.

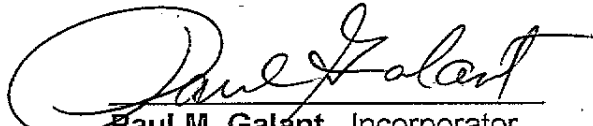
Article 9. This Corporation may indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

Article 10. In the event that the securities of this Corporation shall become publicly traded, the Corporation shall not be subject to the 'Affiliated Transactions' provisions of Section 607.0901 Florida Statutes.

Article 11. The name and address of the person signing these Articles as Incorporator is:
Paul M. Galant, 21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 12. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in full accord with the provisions of the General Corporation Act of the State of Florida.

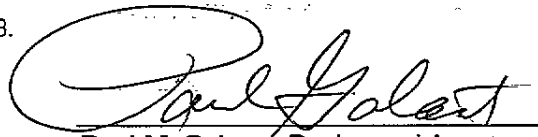
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of January 1998.


Paul M. Galant, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V. of these Articles of Incorporation, the Undersigned hereby agrees to act in this capacity; and further, agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 23rd day of January, 1998.


Paul M. Galant, Registered Agent


FILED
98 JAN 26 PM 3:13
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

State of Florida, County of Palm Beach] ss:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared
Paul M. Galant

known to me and to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **Millennium Apparel Group Inc.**; and he acknowledged before me that he duly executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Palm Beach, this 23rd day of January, 1998.


Notary Public, State of Florida
Commission Expires:
CC#:

DANA GUNAR
Notary Public, State of Florida
C.C. No. 555070
Commission Expires May 15, 2000