

P980000/8817

ANTONIO VALIENTE JR.
2700 S.W. 23RD TERRACE
APT. #405
MIAMI, FL 33145
TEL. (305) 444-5101

September 20, 1999

900003001289--3
-09/30/99--01001--010
*****35.00 *****35.00

Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

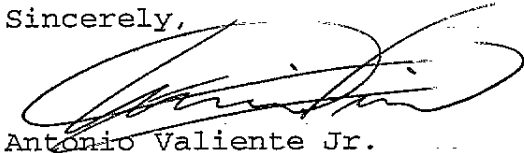
Re: MILLENIUM DIRECT INC., a Florida corporation

Dear Sir (Madam):

Enclosed please find an original and one (1) copy of the Articles of Dissolution and Unanimous Written Consent in Lieu of Special Meeting pertaining to the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 made payable to the Department of State reflecting the pertinent filing fee. Accordingly, please file these documents and mail a copy back to me in the self-addressed stamped envelope I have enclosed.

Thank you for your assistance. Should you have any questions, please feel free to contact my wife, Amy Valiente, at her daytime telephone number of (305) 372-8889.

Sincerely,



Antonio Valiente Jr.

Enclosures

FILED
99 SEP 24 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS SEP 29 1999

Articles of Dissolution of
Millenium Direct Inc.

FILED
99 SEP 24 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Division of Corporations
Tallahassee, FL 32399

Pursuant to the provisions of the Florida Statutes, the undersigned corporation adopts the following articles of dissolution for purposes of dissolving the corporation:

(1) The name of the corporation is Millenium Direct Inc., a Florida corporation.

(2) The name and respective address of the sole officer of the corporation is as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Antonio Valiente Jr.	President, Secretary Treasurer	12125 S.W. 131 st Avenue Miami, FL 33186

(3) The name and respective address of the sole director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Antonio Valiente Jr.	12125 S.W. 131 st Avenue Miami, FL 33186

(4) All liabilities and obligations of the corporation have either been paid or discharged, or, adequate provision has been made for the payment of all liabilities and obligations of the corporation.

(5) All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities, were distributed to the shareholders of the corporation.

(6) There are no actions pending against the corporation.

(7) The corporation elected to dissolve on September 20, 1999, by the unanimous written consent of its sole director and shareholder, and such written consent has been signed by all the directors and the shareholders of the corporation. A copy of such unanimous written consent is attached to these articles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
on this 20th day of September, 1999.

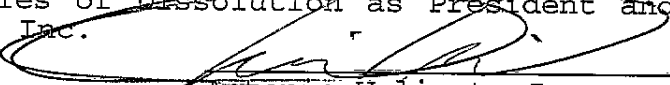
Millenium Direct Inc., a Florida
corporation

By: 

Antonio Valiente Jr.,
President/Director

Certificate of Millenium Direct Inc.

I, Antonio Valiente Jr., Secretary of Millenium Direct Inc.,
a Florida corporation, with mailing address 12125 S.W. 131st Avenue,
Miami, Florida 33186, certify and acknowledge that I am the
President and Secretary of Millenium Direct Inc., and that I
executed the foregoing Articles of Dissolution as President and
Secretary of Millenium Direct Inc.


Antonio Valiente Jr.,
Secretary

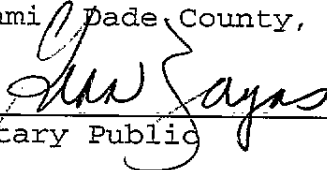
(Corporate Seal)

STATE OF FLORIDA)

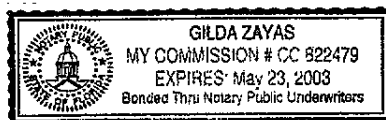
COUNTY OF MIAMI-DADE)

I certify that on this date, before me, an officer duly
authorized in the state and county named above to take
acknowledgments, personally appeared Antonio Valiente, Jr., as
President and Secretary of Millenium Direct Inc., a Florida
corporation, known to me to be the person described in and who
executed the foregoing instrument and he acknowledged before me
that he executed the foregoing instrument on behalf of said
corporation.

Executed and sealed by me at Miami Dade County, Florida on
this 20th day of September, 1999.


Notary Public

My Commission Expires:



Unanimous Written Consent
of the Directors and Shareholders of
Millenium Direct Inc.
in Lieu of a Special Meeting

The undersigned, constituting the sole director and shareholder of Millenium Direct Inc., a Florida corporation ("the Corporation"), hereby consents to and authorizes the following action taken without a special meeting pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, and hereby waives any notice to be given in connection therewith pursuant to Sections 607.0823 and 607.0706 of such Act:

WHEREAS, the Corporation no longer wishes to conduct business;
and

WHEREAS, all the Corporation's debts have been paid and the Corporation's assets have been distributed to its shareholder; and

WHEREAS, the Corporation wishes to dissolve and formally cease to exist; now therefore, be it

RESOLVED, that the President is hereby authorized and directed to take all steps necessary to in order to dissolve the Corporation effective September 20, 1999.

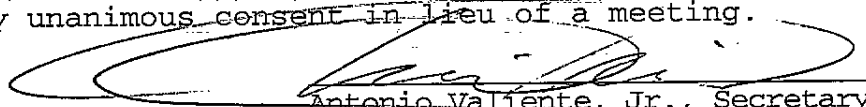
Executed by the undersigned, constituting the sole director and shareholder of the Corporation, on this 20th day of September, 1999.


Antonio Valiente Jr., Director


Antonio Valiente Jr., Shareholder

CERTIFICATE OF CORPORATE SECRETARY

I, Antonio Valiente Jr., Secretary of Millenium Direct Inc., a Florida corporation, due hereby certify that the foregoing truly reflects the action taken by all the directors and all of the shareholders of Millenium Direct Inc., on September 20, 1999, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, by unanimous consent in lieu of a meeting.


Antonio Valiente, Jr., Secretary

(Corporate Seal)