

P980000031486

JOSEPH F. IERACITANO
P.O. BOX 4211
BOCA RATON, FLORIDA 33429
(954) 480-9100

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

RE: THE MILBURN GROUP, INC.

Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, THE MILBURN GROUP, INC., along with payment in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50).

Please place these documents in line for processing. Thank you very much.

Sincerely,


JOSEPH F. IERACITANO

enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(2)

ARTICLES OF INCORPORATION

OF

THE MILBURN GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME. The name of the Corporation is: THE MILBURN GROUP, INC.
2. DURATION. The period of its duration is perpetual.
3. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK. The corporation is authorized to issue One Million (1,000,000) shares of common stock, all of one class, at NO Par Value.
5. PRINCIPAL OFFICE. The address of the principal office of the corporation is as follows:

THE MILBURN GROUP, INC.
3403 Dow Street
Pompano Beach, Florida 33062
6. INITIAL REGISTERED AGENT. The name and address of the initial registered agent of the corporation is as follows:

JOSEPH F. IERACITANO
3403 Dow Street
Pompano Beach, Florida 33062
7. INITIAL BOARD OF DIRECTORS. The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

JOSEPH F. IERACITANO
3403 Dow Street
Pompano Beach, Florida 33062

8. AMENDMENT OF ARTICLES. The corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. INCORPORATOR. The name and address of the incorporator is:

NAME	ADDRESS
JOSEPH F. IERACITANO	3403 Dow Street Pompano Beach, Florida 33062

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of March, 1998.

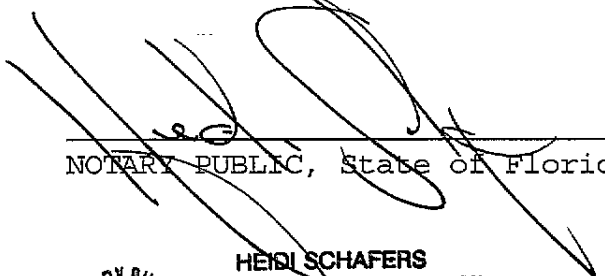


INCORPORATOR

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JOSEPH F. IERACITANO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

18 IN WITNESS HEREOF, I have hereunto set my hand and seal this day of March, 1998



NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:

 HEIDI SCHAFERS
COMMISSION # CC 497437
EXPIRES SEP 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

THE MILBURN GROUP, INC., a Florida corporation qualified to do business under the laws of this State, has appointed JOSEPH F. IERACITANO as its agent to accept service of process within this State at the following address:

JOSEPH F. IERACITANO
3403 Dow Street
Pompano Beach, Florida 33062

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

By:


JOSEPH F. IERACITANO

March 18, 1998

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SECRETARY OF STATE
TALLAHASSEE FLORIDA