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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: MILLENIUM POWER INC.

AUDIT NUMBER.....H98000006786

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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**ARTICLES OF INCORPORATION
OF**

MILLENIUM POWER INC.

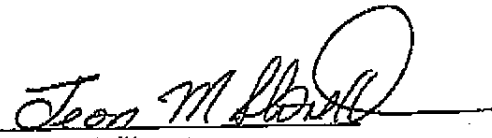
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is : ***MILLENIUM POWER INC.***
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **200** shares, at no par value and of one class.
5. The principal address and mailing address of the corporation will be: ***11402 Myrtle Oak Court, Palm Beach Gardens, Florida 33410*** and the name of its initial registered agent at such address is: ***Manuela Neto***
6. The name and address of the sole incorporator is: ***Jean M. Sherett***
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: *April 7th, 1998.*

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


Jean M. Sherett
Sole Incorporator

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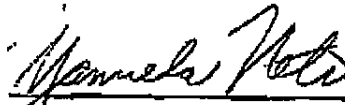
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of **MILLENITUM
POWER INC.** the within named corporation.

Dated: April *7th*, 1998.



By: *Manuela Neto*
Its Agent

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TALLAHASSEE FLORIDA

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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