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ACCOUNT NO. : 072100000032

REFERENCE : 836665 85437A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : May 29, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 836665-005

CUSTOMER NO: 85437A

CUSTOMER: Louis A. Supraski, Esq
SMITH & SUPRASKI, P.A.

400002541044--6

Second Floor
2450 N.e. Miami Gardens Drive
Miami, FL 33180

DOMESTIC FILING

NAME: MILLENNIUM BEACH HOLDINGS
CORPORATION.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 8:49

RECEIVED
98 MAY 29 PM 4:15
DIVISION OF CORPORATION

EFFECTIVE DATE

5/28/98

ARTICLES OF INCORPORATION

OF

MILLENNIUM BEACH HOLDINGS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 8:49

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: **MILLENNIUM BEACH HOLDINGS CORPORATION**

The principal place of business of this corporation shall be at 18655 Collins Avenue, Miami Beach, Florida 33160.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

ARTICLE IV
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DIRECTORS

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Luis D'Agostino	18655 Collins Avenue Miami Beach, Florida 33160

ARTICLE VII
DURATION

The corporation shall have a perpetual existence.

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Luis D'Agostino	18655 Collins Avenue
President/Secretary/ Treasurer	Miami Beach, Florida 33160

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Louis A. Supraski	2450 N.E. Miami Gardens Drive 2nd Floor Miami Beach, Florida 33180


ARTICLE XIII
INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XIV
EFFECTIVE DATE

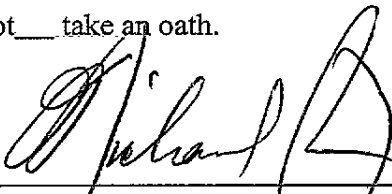
The Effective Date of this Corporation which is the date that the corporation's existence commences is May 28, 1998. Dated this 28 day of May, 1998.



LOUIS A. SUPRASKI

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 28th day of May, 1998, by LOUIS A. SUPRASKI, who is personally known to me or who has produced _____ as identification and who did _____ did not _____ take an oath.



Notary Public, State of Florida

My Commission Expires:

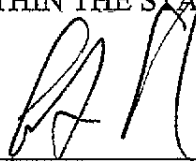
NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL PAU
COMMISSION # CC598760
EXPIRES 12-7-2000
BONDED THRU ASA 1-888-NOTARY1

Print Name of Notary Public

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


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT **MILLENNIUM BEACH HOLDINGS CORPORATION**, DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED AT 18655 COLLINS AVENUE, MIAMI
BEACH, FLORIDA 33160, HEREBY NAMES LOUIS A. SUPRASKI, ESQ., 2450 N.E. MIAMI
GARDENS DRIVE, SECOND FLOOR, NORTH MIAMI BEACH, FLORIDA 33180, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



LOUIS A. SUPRASKI

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



LOUIS A. SUPRASKI, ESQ.
REGISTERED AGENT
DATED: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 8:49