

P980000005185

R.S.WESTON
1551 N.E. 167 ST.
APT.107
NORTH MIAMI BEACH
FL 33162
PHONE 305-956-7878
FAX--305-956-7878

JULY 20,1998

Department of State,
Division of Corporations,
P.O.BOX 6327
TALLAHASSEE,
FL 32314

000002595730--9
-07/22/98-01079-008
****131.25 ****131.25

re: The 2nd Millennium Group Inc.

Dear Sirs,

Please find enclosed Two(2) applications for incorporations.

Each is in duplicate as requested.

I also enclose a money order with each in the ammount of \$131.25
for the filing fee, a certified copy and certificate.

Trusting this is order,

I am,

Yours very truly,

R. Weston
R. Weston.

Enc. two \$131.25 money orders

FILED
98 JUL 22 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Weston GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. name
DATE 7-24-98
DOC. EXAM QN

EFFECTIVE DATE

7-20-98

QN 7-24-98

FILED
98 JUL 22 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

The 2nd Millennium Group Inc.

EFFECTIVE DATE
7-20-98

ARTICLE I - NAME

The name of this Corporation is The 2nd MILLENNIUM GROUP INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
JULY 20, 1998

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business
permitted under the laws of the United States and the
State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue:
10,000,000 common shares no par value.
1,000,000 Class "A" 10% Preferred, Redeemable, Cumulative,
Non-Voting Shares, Par Value \$1.00

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of
this Corporation is Robert S. Weston, 1551 N.E. 167 ST. APT. 107
North Miami Beach Fl 33162 and the initial office of this
Corporation shall be 1551 N.E. 167 St. Apt. 107, North Miami Beach
Fl 33162.

ARTICLE VI -INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Weston	1551 N.E. 167 St, Apt 107 North Miami Beach, Fl 33162.

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders of voting shares or the Directors.

ARTICLE VIII -INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATION

The name and address of the person signing these Articles is Robert S. Weston, Apt 107, 1551 N.E. 167 St., North Miami Beach Fl 33162

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provision of the Florida Business Corporation Act(1992)

EFFECTIVE DATE

7-20-98

In WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of July, 1998


Robert S. Weston

FILED
98 JUL 22 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF 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 COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT'S DUTIES.

DATED THIS 20 OF July 20, 1998

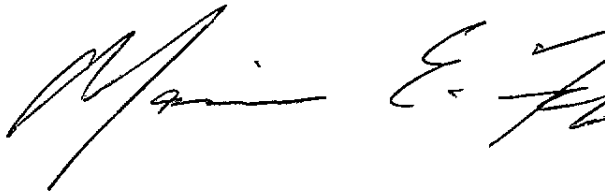

REGISTERED AGENT

STATE OF FLORIDA)
)
)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Robert S. Weston, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Sports Data (USA) Inc. and he acknowledged before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the Sate and County aforesaid, this 21 day of July, 1998

sworn before me and personally appeared
Robert S Weston. FL DL produced # 3577724310


MARIANNE E. FERNANDEZ
Notary Public - State of Florida
My Commission Expires Jul 31, 2000
Commission # CC573915