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REFERENCE : 907196 4372512

AUTHORIZATION : Patricia Puzik

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 8:24

ORDER DATE : July 28, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 907196-015

CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq
RICHARD I. ANSLOW, ESQ.

Freehold Office Plaza
4255 Route 9 Suite D
Freehold, NJ 07728

000002610890-2

DOMESTIC FILING

NAME: MILLENIUM ADVISORS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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WES

ARTICLES OF INCORPORATION
OF
MILLENNIUM ADVISORS CORP.

FILED
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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MILLENNIUM ADVISORS CORP.

The address of the principal office of this corporation shall be 1130 Us Highway 1, Suite 40, West Palm Beach, FL 33408, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having \$0.001 par value per share and 10,000,000 shares of preferred stock having \$0.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1130 Us Highway 1, suite 40 West Palm Beach, FL 33408 and the name of the initial registered agent of the corporation at that address is James Lee.

ARTICLE V. TERM OF EXISTENCE

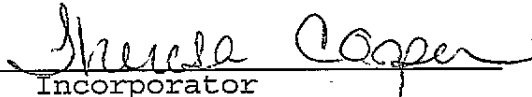
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Theresa M Cooper
Corporation Service Company
830 Bear Tavern Road
West Trenton, NJ 08628

The undersigned incorporator has executed these Articles of Incorporation this 28th day of July, 1998.



Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, JAMES LEE, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

James Lee

Dated: July 28, 1998

TFF/tmc

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