

LESTER M. ROGERS, P.A.

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1401 N.W. SEVENTEENTH AVENUE

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August 20, 1998

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

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***131.25 ***131.25

Investors,

Re: Millennium Investment, Inc.
Millennium Mortgage, Inc.

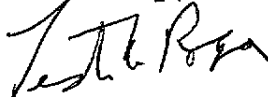
Dear Sirs/Mam:

Enclosed is an original and two (2) copies of the Articles of Incorporation for both companies. Please file the original in your office and return to us the Certified Copies and Certificates.

We are enclosing two (2) individual checks each for \$131.25 for the filing fees.

Thank you for your attention in this matter.

Sincerely,



LESTER M. ROGERS, ESQ.

LMR/av

Enclosure

AUG 25 1998



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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 25, 1998

LESTER M. ROGERS, ESQUIRE
1401 N.W. SEVENTEENTH AVENUE
MIAMI, FL 33125

SUBJECT: MILLENNIUM INVESTMENT, INC.
Ref. Number: W98000019392

THE NEW INVESTORS

We have received your document for MILLENNIUM INVESTMENT, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 398A00043974

ARTICLES OF INCORPORATION

of

THE NEW MILLENNIUM INVESTORS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I-NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be THE NEW MILLENNIUM INVESTORS, INC., the principal address of the corporation shall be 7601 W. Flagler Street, Suite E #213, Miami, Florida 33144.

ARTICLE II-EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III-ACTIVITIES

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV-STOCK

The corporation is authorized to issue the following capital stock:

<u>No. Share</u>	<u>Classification</u>	<u>Par Value</u>
100	Common	\$1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

ARTICLE V-STOCK VALUE

All said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7601 W. Flagler Street, Suite E #213, Miami, Florida 33144 and the name of the initial registered agent at that address is TONI L. LORING.

ARTICLE VII-BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation are:

TONI L. LORING
7601 W. Flagler Street
Suite E #213
Miami, Florida 33144

IRINA BALL
7601 W. Flagler Street
Suite E #213
Miami, Florida 33144

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator of the corporation is TONI L. LORING, 7601 W. Flagler Street, Suite E #213, Miami, Florida 33144.

ARTICLE IX-INITIAL OFFICERS

The names and addresses of the initial Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
TONI L. LORING	7601 W. Flagler Street Suite E #213 Miami, Florida 33144	President
IRINA BALL	7601 W. Flagler Street Suite E #213 Miami, Florida 33144	Vice-President

ARTICLE X-INDEMNIFICATION OF OFFICERS

The Corporation shall indemnify any and all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

ARTICLE XI-SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE XII-CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modification.

The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigneds, as incorporators, hereby execute these Articles of Incorporation this 14 day of September, 1998.

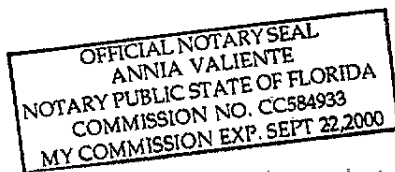

TONI L. LORING


IRINA BALL

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared TONI L. LORING and IRINA BALL to me well known and known to me to be the person described in, and have produced their driver's
license as identification and who executed the foregoing instrument, and acknowledged to and before me that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal this 14 day of September, 1998.



[Signature]
Notary Public, State of
Florida at Large

Written name of Notary

Address of Notary

Commission Number/Notary
My Commission expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That THE NEW MILLENNIUM INVESTORS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami County of Miami-Dade, State of Florida has named TONI

L. LORING located at 7601 W. Flagler Street, Suite E #213, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By: *Toni L. Loring*
Resident Agent
TONI L. LORING