

LAW OFFICES
OF
STEVEN WARM
BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD
SUITE 215
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 995-7877
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MEMBER OF
FL AND NJ BAR

P98000083163

September 21, 1998

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

EFFECTIVE DATE
9-17-98

FILED
98 SEP 21 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Re: MILLENIUM TRAVEL NETWORK, INC.

Dear Sir/Madam:


Enclosed is an original and one copy of the Articles of Incorporation for the above incorporation. Please file the original in your offices, certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$35.00 filing fee
\$35.00 registered agent fee
\$52.50 certified copy

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-09/28/98-01001-003
***122.50 ***122.50

Sincerely,


Gina M. Colamatteo for
STEVEN WARM, ESQUIRE

Enclosure

W98-21810
SD
9/25

**ARTICLES OF INCORPORATION
OF
MILLENIUM TRAVEL NETWORK, INC.**

**ARTICLE ONE
NAME OF CORPORATION**

The name of the corporation is **Millenium Travel Network, Inc.**

**ARTICLE TWO
DURATION**

This corporation shall have perpetual existence commencing on the effective date of these Articles which shall be the date of execution hereof as provided below.

**ARTICLE THREE
PURPOSE**

This corporation is organized to act as a travel agency, holding company and developer of intellectual properties and for transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as same now exists or as it may hereafter be amended, whether such business is incidental to the specific objectives above or otherwise.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue 2,000,000 shares of (\$0.01) par value common stock which shall be designated as "Common Shares".

**ARTICLE FIVE
PREEMPTIVE RIGHT**

Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Boca Corporate Center, 2101 Corporate Boulevard, Suite 215, Boca Raton, Florida 33431 and the initial registered agent of this corporation at that address is STEVEN WARM,

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ESQUIRE. The corporation's principal business address shall be 6161 N.W. 2nd Avenue, Boca Raton, Florida 33487.

ARTICLE SEVEN INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are as follows:

PEDRO R. CAMEJO
6161 NW 2nd Avenue
Boca Raton, Florida 33487

ARTICLE EIGHT INCORPORATORS

The name and address of the Incorporator signing these articles is :

Steven Warm, Esquire
Boca Corporate Center
2101 Corporate Blvd., Suite #215
Boca Raton, Florida 33431

The Incorporator, **Steven Warm, Esquire**, is an attorney at law and has formed the corporation on behalf of the real party or parties in interest. Upon payment of his fees and indemnification for any acts taken other than by him in connection with the corporation, said Incorporator shall transfer to the real party or parties in interest or their nominees all rights in and to the corporation.

ARTICLE NINE INDEMNIFICATION

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

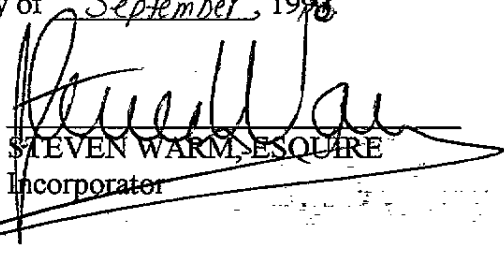
ARTICLE TEN AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE ELEVEN
EFFECTIVE DATE**

It is intended that these Articles shall be submitted for recording forthwith and pursuant to law, shall be deemed effective as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17 day of September, 1998.


STEVEN WARM, ESQUIRE
Incorporator

**I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT
FOR THE WITHIN CORPORATION.**


STEVEN WARM, REGISTERED AGENT

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