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LAW OFFICES

FRESHMAN FRESHMAN & TRAITZ
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December 9, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
George Firestone Building
Tallahassee, Florida 32399

500002708925-4
-12/10/98--01059--011
122.50 **78.75

Re: Millennium Magazine The Ultimate In Culture and Entertainment,
Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of Millennium Magazine The Ultimate In Culture and Entertainment, Inc. and check in the amount of \$122.50 representing the filing fee, registration fee etc. Please forward a certified copy of the Articles back to our office in the enclosed self-addressed stamped envelope.

Very truly yours,

JERALD A. FRESHMAN

JAF:lrg

Enclosures

cc: Juan Caceres

FILED
98 DEC 13 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/11/98
[Signature]

ARTICLES OF INCORPORATION
OF
MILLENNIUM MAGAZINE THE ULTIMATE IN
CULTURE AND ENTERTAINMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 MAGAZINE THE ULTIMATE IN
CULTURE AND ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 9026 S.W. 97th Avenue, #8, Miami, Florida 33173, and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or 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

This corporation is authorized to issue one hundred (100) shares of common stock having no par value per share.

ARTICLE IV - INCORPORATOR

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

JUAN CARLOS CACERES
9026 S.W. 97 AVENUE, #8
MIAMI, FLORIDA 33173

ARTICLE V - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

JUAN CARLOS CACERES
9026 S.W. 97 AVENUE, #8
MIAMI, FLORIDA 33173

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. The names and addresses of the initial directors of this corporation are:

**JUAN CARLOS CACERES
9026 S.W. 97 AVENUE, #8
MIAMI, FLORIDA 33173**

ARTICLE IX - OFFICERS

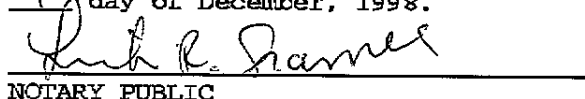
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2th day of December, 1998.


JUAN CARLOS CACERES

STATE OF FLORIDA)
COUNTY OF Dade) ss:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State of Florida, County of Florida, to take acknowledgements, personally appeared JUAN CARLOS CACERES to me known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

9th **WITNESS** my hand and official seal in the County and State above named this day of December, 1998.


NOTARY PUBLIC

(Print, type or stamp Commissioned Name of Notary Public)

 **LINDA R. GRAMMES
COMMISSION # CC 528458
EXPIRES MAR 18, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.**

Personally known _____ or Produced Identification
Type of Identification produced X C262-423-72-262-0

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for
MILLENNIUM MAGAZINE THE ULTIMATE IN CULTURE AND ENTERTAINMENT, INC.

at the place designated in Article V hereof, hereby accepts such agency and
agrees to comply with the provisions of the Florida Statutes relative to keeping
open said office.


JUAN CARLOS CACERES

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98 DEC 10 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA