



THE UNITED STATES
CORPORATION
COMPANY

P98000107936

ACCOUNT NO. : 072100000032

REFERENCE : 083080 4355011

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 30, 1998

ORDER TIME : 10:12 AM

ORDER NO. : 083080-005

CUSTOMER NO: 4355011

CUSTOMER: Dean Vegosen, Esq
LEWIS VEGOSEN ROSENBACH &
LEWIS VEGOSEN ROSENBACH &
10th Floor
500 S. Australian Ave.
West Palm Beach, FL 33401

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DOMESTIC FILING

NAME: MILLENNIUM MANAGEMENT &
INVESTMENT GROUOP, INC.

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: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 1:29

g 12/30/98
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 1:29

EFFECTIVE DATE

12/28/98

ARTICLES OF INCORPORATION
OF
MILLENNIUM MANAGEMENT & INVESTMENT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 1:29

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be MILLENNIUM MANAGEMENT & INVESTMENT GROUP, INC.

ARTICLE II - Principal Address

The principal address of this corporation shall be:

c/o Dean Vegosen
500 S. Australian Avenue, 10th Floor
West Palm Beach, Florida 33401

This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE III - Duration

This Corporation shall commence on the date of execution and acknowledgement of these Articles and shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE IV - Purpose

This corporation is organized for the purpose of transacting any and all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Registered Office and Agent

The street address of the initial registered office of this corporation is 10th Floor, 500 South Australian Avenue, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Dean Vegosen.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The name and address of the initial director of this corporation is:

Jeremiah J. Pitts
443 Lighthouse Drive
North Palm Beach, FL 33408

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Dean Vegosen
10th Floor
500 South Australian Avenue
West Palm Beach, Florida 33401

ARTICLE IX - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE X - Management of Corporation by Stockholders

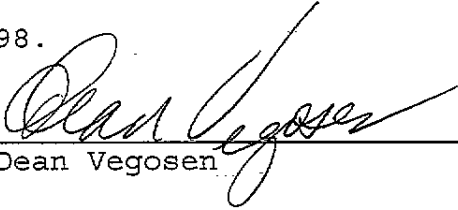
Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XI - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and

seal, this 28 day of December, 1998.




Dean Vegosen

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me personally came and appeared Dean Vegosen, who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 28 day of December, 1998.



Notary Public
State of Florida at Large



JEANNE APLINGTON
MY COMMISSION # CC483614 EXPIRES
August 12, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

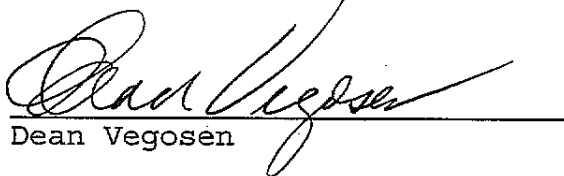
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

First -- That MILLENNIUM MANAGEMENT & INVESTMENT GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Dean Vegosen, who is located at 10th Floor, 500 South Australian Avenue, City of West Palm Beach, County of Palm Beach, 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 the 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.


Dean Vegosen

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