FRIEDMAN & HEYDASCH, P.A.
ATTORNEYS AT LAW • RECHTSANWÄLTE

NICHOLAS R. FRIEDMAN, J.D. (RET.)
AXEL HEYDASCH, J.D., LL.M. IN TAXATION
  ADMITTED IN FLORIDA AND NEW YORK
    OF COUNSEL:
RICHARD B. MARX, J.D.
  ADMITTED IN FLORIDA AND NEW YORK
WOLF M. NIETZER, M.C.L., J.C.B.
  ADMITTED IN NEW YORK AND
  THE FEDERAL REPUBLIC OF GERMANY

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
30TH FLOOR
MIAMI, FLORIDA 33132

TELEPHONE (305) 358-8400
TELEFAX (305) 377-0111
E-MAIL Haes@aol.com

P99000004998

January 8, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

RE: *MILLENIUM* Holding, Inc.

500002741975--8
-01/14/99--01080--023
*****70.00   *****70.00

Dear Sir or Madam:

Enclosed please find Two (2) copies of the Articles of Incorporation for the above captioned corporation together with a check in the amount of $70.00.

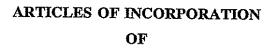Please be so kind to return a stamped copy of the Articles back to us.

Very truly yours,

AXEL HEYDASCH
Attorney-at-law

AH:av
Enclosures

Axel Heydasch GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 1-19-99
DOC. EXAM

99 JAN 14 AM 10: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

1-19-99

ARTICLES OF INCORPORATION
OF

MILLENIUM HOLDING, INC.

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:
MILLENIUM HOLDING, INC.

The address of the principal office of this corporation shall be 100 North Biscayne Boulevard,

30th Floor, Miami, Florida 33132.

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 State of Florida or any other state, county, 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 100 (ONE HUNDRED) shares of common stock at $1.00 (ONE

DOLLAR) par value share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be attorney Axel Heydasch, 100 North Biscayne Boulevard,

30th Floor, New World Tower, Miami, Florida 33132.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FRIEDMAN & HEYDASCH, P.A.
NEW WORLD TOWER, 100 NORTH BISCAYNE BOULEVARD, 30TH FLOOR, MIAMI, FLORIDA 33132, TELEPHONE (305) 358-8400, TELEFAX (305) 377-0111

ARTICLE VI. DIRECTORS

The name and address of the initial Director of this corporation who shall hold office for the first year until his successor is chosen, shall be:

Mr. Michael Neumayr
100 North Biscayne Boulevard
Suite 3000
Miami, Florida 33132

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

Director/President/Secretary: **Mr. Michael Neumayr**
100 North Biscayne Boulevard
Suite 3000
Miami, Florida 33132

ARTICLE VIII. INCORPORATOR

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

Axel Heydasch, P.A.
New World Tower
100 North Biscayne Boulevard
30th Floor
Miami, Florida 33132-2305

ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 7th day of December, 1998.

_____
Axel Heydasch
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is New World Tower, 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132-2305, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.

_____
Axel Heydasch