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ACCOUNT NO. : 072100000032

REFERENCE : 129369 4310537

AUTHORIZATION : Patricia Rojas

COST LIMIT : \$ 78.75

ORDER DATE : February 9, 1999

ORDER TIME : 4:42 PM

ORDER NO. : 129369-005

CUSTOMER NO: 4310537

300002771693--2

CUSTOMER: Mark Cooper, Esq  
O'NEILL CHAPIN MARKS LIEBMAN  
O'NEILL CHAPIN MARKS LIEBMAN  
Suite 865  
200 East Robinson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: MILLENNIUM TECHNOLOGIES  
INTERNATIONAL, 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: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 10 PM 3:07

RECEIVED  
99 FEB 10 PM 12:20  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 10 PM 3:07

ARTICLES OF INCORPORATION  
OF  
MILLENNIUM TECHNOLOGIES INTERNATIONAL, 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:

MILLENNIUM TECHNOLOGIES INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 9876 Aloma Bend Lane, Oveido, Florida 32765, and the mailing address of the corporation shall be the same.

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 United States, the State of Florida or any other state, country, 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 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 200 East Robinson Street, Suite 865, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is Mark O. Cooper, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Louis Pratt  
Dir.

9876 Aloma Bend Lane  
Oveido, FL 32765

Gordon Castle  
Dir.

4717 Walden Circle, #706  
Orlando, FL 32811

ARTICLE VII. OFFICERS

The name 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 elected or appointed are:

Louis Pratt Pres./Treas.	9876 Aloma Bend Lane Oveido, FL 32765
Gordon Castle V.Pres./Sec.	4717 Walden Circle, #706 Orlando, FL 32811

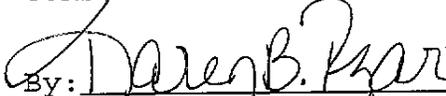
ARTICLE VIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 9, 1999.

CORPORATION SERVICE COMPANY

By: 

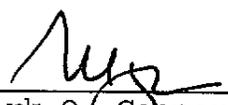
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 FEB 10 PM 3:07

MARK O. COOPER, ESQ., having a business office address of 200 East Robinson Street, Suite 865, Orlando, Florida 32801, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

  
\_\_\_\_\_  
Mark O. Cooper, Esquire  
O'Neill, Chapin, Liebman &  
Cooper, P.A.  
200 East Robinson Street  
Suite 865  
Orlando, Florida 32801  
(407) 425-2751  
Fax: (407) 423-1192