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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

1st Millennium Productions, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
1ST MILLENNIUM PRODUCTIONS, INC.**

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be 1st Millennium Productions, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on April 5, 1999 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 1688 Meridian Ave. Miami Beach FL 33139.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

| <u>No. Shares</u> | <u>Classification</u> | <u>Par Value</u> |
|-------------------|-----------------------|------------------|
| 500 | Common | \$1.00 |

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Michelle Vasic, 3487 Chase Ave. Miami Beach FL 33140.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Michelle Vasic, 3487 Chase Ave., Miami Beach FL 33140.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Michelle Vasic
3487 Chase Ave.
Miami Beach FL 33140

Barbara DiPrima
1699 Meridian Ave.
Miami Beach FL 33139

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of

Incorporation this 5th day of April, 19 99.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Date: April 5, 99

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