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April 2, 1999

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

EFFECTIVE DATE
4-2-99

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*****78.75 *****78.75

VIA UPS OVERNIGHT

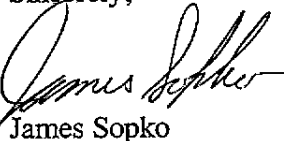
Re: Official Millenium 2000 Hero & Champion Headquarters, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Official Millenium 2000 Hero & Champion Headquarters, Inc. and a check in the amount of \$78.75 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,


James Sopko

JS/sla

Enclosures

cc: Roger J. Auerbach, Jr., President
[millenium\jr-corp.art]

FILED
99 APR -5 AM 10: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 12 1999 P99000008098

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April 7, 1999

Ms. Doris McDuffie
Office of the Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

VIA UPS OVERNIGHT

Re: Official Millennium 2000 Hero & Champion Headquarters, Inc.

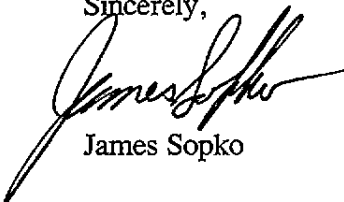
Dear Ms. McDuffie:

Pursuant to a call to your office this date, we understand that you noted on the computer the misspelling of the above corporation in the original papers which were overnighted on Friday, April 2, 1999. Enclosed is a corrected set as well as a copy of our original letter.

Please call my assistant, Sandy Arslan, at this office to confirm that you will be processing the enclosed correct Articles with our check which was forwarded to you in the original package.

Thank you for your assistance in this matter.

Sincerely,



James Sopko

JS/sla

Enclosures

[Millennium\lr-state.mcduffie.990407]

ARTICLES OF INCORPORATION
OF
OFFICIAL MILLENNIUM 2000 HERO & CHAMPION HEADQUARTERS, INC.

ARTICLE I

NAME

EFFECTIVE DATE
4-29-99

The name of this corporation shall be: OFFICIAL MILLENNIUM 2000 HERO & CHAMPION HEADQUARTERS, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

FILED
99 APR -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 2421 SE Ocean Boulevard,
Stuart, FL 34996.

ARTICLE VI

DIRECTORS

This corporation shall have five directors initially. The number of directors may be
either increased or diminished from time to time by the Bylaws but shall never be less than one.

The names and addresses of the initial Directors of this corporation are:

ROGER J. AUERBACH, JR.
2600 East Ocean Blvd., Z-9
Stuart, FL 34996

ROSE MARY DAUPHINEE
1534 Lantana Drive
Weston, FL 33326

MIKE DAUPHINEE
1534 Lantana Drive
Weston, FL 33326

GINA G. GAMBIDILLA
874 S.W. Del Rio Blvd.
Port St. Lucie, FL 34953

WAYNE BISSO
874 S.W. Del Rio Blvd.
Port St. Lucie, FL 34953

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2307 SE Monterey Road
Stuart, FL 34996

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

James Sopko

ARTICLE VII

INCORPORATOR

The name and address of the person signing these articles is:

James Sopko
Post Office Box 2421
Stuart, Florida 34995-2421

ARTICLE VIII

AMENDMENTS

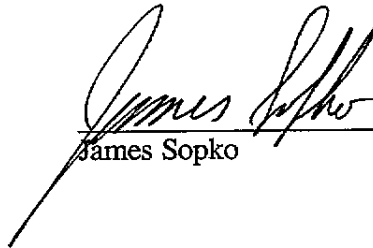
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

EFFECTIVE DATE

The effective date of this corporation is April 2, 1999.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of April, 1999.


James Sopko

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, OFFICIAL MILLENNIUM 2000 HERO & CHAMPION HEADQUARTERS, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 2nd day of April, 1999.


James Sopko
Registered Agent

FILED
99 APR -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA