

Charter Number Only

4/23/99

Dunkley & Associates

Requestor's Name
717 Ponce de Leon Blvd #310

Address
Coral Gables FL 33143

City State ZIP Phone

401-446000

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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-04/29/99--01040--004

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

CORPORATION(S) NAME

Millenium Marine, Corp.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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Empire Toll Free: 1-800-432-3028

FILED
99 MAY - 5 PM 2:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 29, 1999

EMPIRE

MIAMI, FL

SUBJECT: MILLENIUM MARINE, CORP.
Ref. Number: W99000010070

We have received your document for MILLENIUM MARINE, CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 199A00022956

RECEIVED
99 MAY -5 AM 9:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

99 MAY -5 PM 2:09

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MILLENNIUM PERFORMANCE MARINE, INC.

ARTICLE I - NAME

The name of the corporation is MILLENNIUM PERFORMANCE MARINE, INC.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every, shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office and principle place of business of this corporation is 12900 NW 30th Ave. Opa-Locka, Florida 33054 and the name of the initial registered agent of this corporation at that address is Lindsay Dunkley.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

the name and address of the initial director of this corporation is:

NAME	ADDRESS
Pedro Medina III (President)	12900 NW 30th Ave. Opa-Locka, Florida 33054
Marta Medina (Vice President)	12900 NW 30th Ave. Opa-Locka, Florida 33054

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Lindsay Dunkley	12900 NW 30th Ave. Opa-Locka, Florida 33054

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator this 28th, day of
April 1999.



Lindsay Dunkley

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

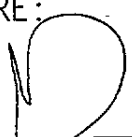
The foregoing Articles of Incorporation was acknowledged before me
this 28th day of April, 1999, by Lindsay Dunkley.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:



LINDSAY DUNKLEY

DATE: APRIL 28, 1999

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT **MILLENNIUM PERFORMANCE MARINE, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LINDSAY DUNKLEY AT 12900 NW 30TH AVE. OPA-LOCKA, FLORIDA 33054 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:


LINDSAY DUNKLEY

TITLE: INCORPORATOR

DATE: APRIL 28, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 PM 2:09

FILED