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FLORIDA PROFIT CORPORATION OR P.A.

NEW MILLENNIUM PICTURES, INC.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 6, 1999

BOGLE & SCHULMAN P.A.

SUBJECT: NEW MILLENIUM PICTURES, INC.
REF: W99000010616

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number. OK

The registered agent must sign accepting the designation. OK

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
NEW MILLENIUM PICTURES, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is **NEW MILLENIUM PICTURES, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation:

PRINCIPAL PLACE OF BUSINESS: 145 N APOLLO DRIVE
APOPKA, FL 32703

MAILING ADDRESS: P.O. BOX 151358
ALTAMONTE SPRINGS, FL 32715-1358

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are

Bogle & Schulman, P.A.
706 TURNBULL AVE, #203
Altamonte Springs, FL 32715-1358

ARTICLE V. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are

Name	Address
Sean F. Bogle	1508 Anchor Court Orlando, FL 32804


ARTICLE VI. BOARD OF DIRECTORS/OFFICERS OF THE CORPORATION

The Board of Directors of the Corporation and the Officers of the Corporation are as follows:

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Beth Schulman
FL Bar 0108261
P.O. Box 151358, Altamonte Sps, FL 32715
407 834 3311

President/Chairman of the Board:	Penny L. Stout 145 N. Apollo Dr., Apopka, FL 32703
Secretary/Director:	Sean F. Bogle 1508 Anchor Ct. Orlando, FL 32804
Treasurer/Director:	Anthony R. Taylor 1445 1/2 W. Yale St. Orlando, FL 32804
Director:	Beth-Ann Schulman 395 Sanford Avenue Longwood, FL 32750

The undersigned have executed these articles of incorporation on May 5, 1999.



Sean F. Bogle

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the Corporation is:

New Millenium Pictures, Inc.

2. The name of the registered agent and office is:

Bogle & Schulman, P.A.
706 Turnbull Avenue, #203
Altamonte Springs, FL 32701

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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.



Sean Bogle, President
Bogle & Schulman, P.A.



5/6/99