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05/19/99 01058-018

122.50 **78.75

Please mail

Corporation papers to

APPROVED ASSOCIATES INC.
100 EAST LINTON BOULEVARD #201A
DELRAY BEACH FL 33483-8020

Thank you

Millennium Travel International, Inc.

FILED

99 MAY 19 AM 7:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/25/99
APM

CERTIFICATE OF INCORPORATION

OF
Millennium Travel International, Inc.

FILED
99 MAY 19 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I.

The name of the corporation shall be:

Millennium Travel International, Inc.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

To carry on the business of all phases of the travel industry, retail and wholesale; includes air flights, cruises, hotels, auto rentals, sightseeing tours, limousine services, package tours, travel arrangements for individuals and groups around the world, etc., and to do all other matters relating to the above.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One thousand (1,000) (common) shares of one cent (.01) par value.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE V.

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 401 Executive Center Drive, # E111, West Palm Beach, FL. 33401, and the mailing address shall be the same.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation shall be:

Driss Zerrouk-401 Executive Center Drive, #E 111, West Palm Beach, Fl. 33401.

The names and post office addresses of each subscriber
and the number of shares of stock which each agrees to take are:

Driss Zerrouk-401 Executive Center Drive,#E-111,West Palm Beach,Fl.33401 (100%).

ARTICLE X.

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

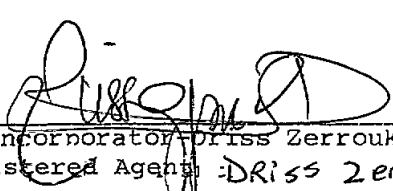
The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE XI.

REGISTERED AGENT

The street address of the initial registered office of this corporation is: 401 Executive Center Drive,West Palm Beach,Fl. 33401.

The initial registered agent is: Driss Zerrouk ;
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Incorporator Driss Zerrouk---Date
Registered Agent: Driss Zerrouk

5-17-99

per FL Drivers License
Z620160-604640

IN WITNESS WHEREOF, we have hereunto set our hands this

17th day of MAY, 1999

STATE OF FLORIDA)
)SS.
COUNTY OF Palm Beach)

BEFORE ME, the undersigned authority, authorized
to administer oaths and take acknowledgements, personally
appeared Driss Zerrouk per FL Drivers License
to me well known to be the persons described in and who
executed the foregoing Certificate of Incorporation, and they
acknowledged before me, each for himself and not one for the
other, that they executed the same freely and voluntarily for
the purposes therein expressed.

WITNESS my hand and official seal at Palm Beach County,
Florida this 17th day of MAY, 1999.

Teresa A. Harris
NOTARY PUBLIC

My Commission Expires:

