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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 24 AM 9:19

Carmen Torres  
16181 SW 73rd Street  
Miami, FL. 33193

May 14, 1999

Secretary of State  
Division of Corporations  
409 East Gaines  
Tallahassee, FL. 32399

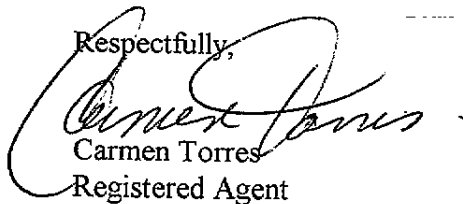
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-05/24/99--01129--013  
\*\*\*\*122.50 \*\*\*\*78.75

Dear Sirs :

Enclosed please find one original and a copy of the articles of Incorporation of Millenium Export and Recycling Corporation. Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as Mellinium Export and Recycling Corporation is greatly appreciated.

Respectfully,

  
Carmen Torres  
Registered Agent

D. BROWN MAY 28 1999

ARTICLES OF INCORPORATION  
OF  
MILLENIUM EXPORT AND RECYCLING CORPORATION

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ARTICLE I - NAME

The name of the corporation is Millenium export and Recycling Corporation

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock.

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 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.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial office of this corporation is:  
3717 NW 50th Street  
Miami, FL. 33142  
Tel: 305-634-0158

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is:  
Carmen Torres 16181 SW 73rd Street Miami, FL. 33193

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this Corporation is:

3717 NW 50th Street  
Miami, FL. 33142

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Erick Amaral

9678 SW 138th Avenue Miami, FL. 33186

Jimmy R. Cabrera

Calle 25 N.2 Mirado Norte, Santo Domingo  
Dominican Republic

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Erick Amaral

9678 SW 138th Avenue

Miami, FL. 33186

(305) 386-9375

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of Directors.

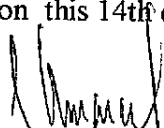
#### ARTICLE XII - INDEMNIFICATION

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

#### ARTICLE XIII - AMENDMENTS

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.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of  
Incorporation on this 14th day of May, 1999

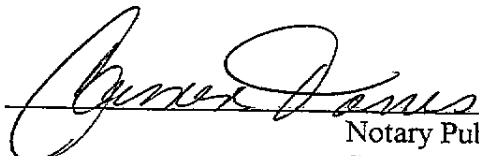


Erick Amaral

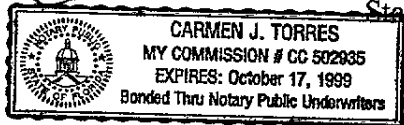
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

THE FORGOING ARTICLES OF INCORPORATION were sworn to and  
acknowledged before me on this 14th day of May, 1999



Notary Public  
State of Florida



Personally known to me ✓  
(Or I.D. shown).

Dr. License # \_\_\_\_\_

Exp. Date: \_\_\_\_\_

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

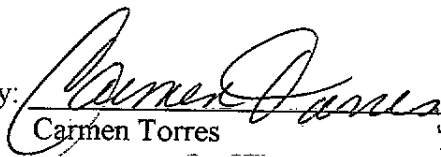
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In pursuance of chapter 48.091, Florida statues, the following is submitted in compliance  
with said Act:

Millenium Export and Recycling Corporation desiring to  
organize under the laws of the state of Florida, with its principal offices as indicated in  
the Articles of Incorporation has named Carmen Torres at 16181 SW 73rd Street Miami, FL.  
33193 as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at  
the place designated in this certificate. I hereby accept to act in that capacity, and agree  
to comply with the provisions of said act relative to keeping open said office.

By:   
Carmen Torres

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