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CHRISTINE MARCHAND, LL.B.
Notaire au Québec, admitted in
Province of Québec, Canada only
CHARLES ARONOWITZ, J.D.
Admitted NY only, office in
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August 26, 1999

VIA AIRBORNE EXPRESS

Secretary of State
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400002978424--2
-09/03/99--01045--016
*****78.50 *****78.50

Re: Third Millennium Entertainment, Inc.

To Whom It May Concern:

Enclosed is the original executed Articles of Incorporation, and one photocopy, for the above-captioned corporation. Also enclosed is the undersigned's check in the amount of \$78.75 for the following fees:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
TOTAL	<u>\$78.50</u>

FILED
1999 SEP -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please fax the undersigned a copy of the proof of filing for the Articles of Incorporation and return a copy of the Articles of Incorporation as soon as they are accepted for filing using the return airbill enclosed.

Very truly yours,

Ryan E. Willits
Ryan E. Willits

Enclosures

o'daly/rew/im/3887

W-20064
BC
9/3

**ARTICLES OF INCORPORATION
OF**

Third Millennium Entertainment, Inc.

FILED
1999 SEP -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of this corporation is **Third Millennium Entertainment, Inc.**
with its principal office at 13 Hudson Ave., Ocean Ridge, FL 33435.

ARTICLE II

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is:
299 Camino Gardens Blvd., Suite 204, Boca Raton, FL 33432

and the name of the initial registered agent of this corporation at that address is RYAN E. WILLITS, ESQ.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Lawrence P. O'Daly	13 Hudson Avenue, Ocean Ridge, FL 33435
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ARTICLE VII

The initial officers of the corporation shall be:

President:	Lawrence P. O'Daly
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Secretary	Lawrence P. O'Daly
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The name and address of the person signing these Articles of Incorporation is:

Lawrence P. O'Daly	13 Hudson Avenue, Ocean Ridge, FL 33435
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ARTICLE VIII

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the shareholders.

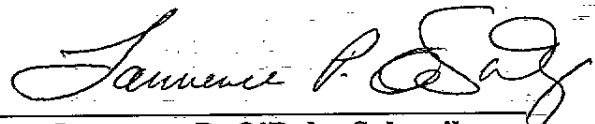
ARTICLE IX

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

ARTICLE X

These Articles of Incorporation may be amended only by the shareholders.

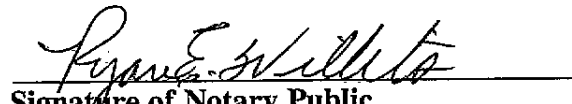
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 24th day of August, 1999.


Lawrence P. O'Daly, Subscriber

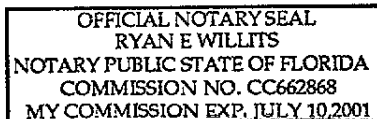
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 24th day of August, 1999, by Lawrence P. O'Daly, who is personally known to me and who did take an oath.


Signature of Notary Public
Print Name: RYAN E. WILLITS

My commission expires:

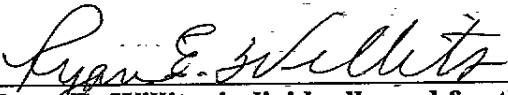


REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes, as amended, the following is submitted:

1. Third Millennium Entertainment, Inc. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 13 Hudson Avenue, Ocean Ridge, FL 33435, and names Ryan E. Willits, Esq. and the Law Office of Eisen & Willits at 299 Camino Gardens Blvd., Suite 204 Boca Raton, FL 33432, as its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept acting in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, as amended, relative to keeping open said office.


Ryan E. Willits, individually and for the Law
Office of Eisen & Willits, Registered Agent
Dated: 8/24/99

(*tklrae\corp\0*)

FILED
1999 SEP -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA