MILLENNIUM STYLE, INC.
7952 First Avenue South
St. Petersburg, Florida 33707

P990000091789

July 16, 1999

Florida Department of State
Corporation Division/New Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

Gentlemen:

I am enclosing herewith the original and a copy of the Articles of Incorporation for **MILLENNIUM STYLE, INC.**, along with a check in the amount of $78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning a copy to me as soon as possible. If you require anything further, please advise.

Sincerely,

MILLENNIUM STYLE, INC.

RANDY LACEY

Enclosures

T. Burch OCT 19 1999

ARTICLES OF INCORPORATION
OF
MILLENNIUM STYLE, INC.

ARTICLE I - NAME

The name of this corporation is MILLENNIUM STYLE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at a par value of $1.00 per share.

ARTICLE V - PRINCIPAL- PLACE OF BUSINESS

The principal place of business of this corporation shall be 13220 Gulf Blvd., Madeira Beach , Florida 33708.

The names and addresses of the persons signing these Articles of Incorporation and the number of shares taken

is as follows:

RANDY LACEY
13220 Gulf Blvd.
Madeira Beach, Florida 33708

1000 shares

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the

shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the corporation may be transferred to the corporation, to other stockholders in the

corporation or to third persons, but any sale or other transfer to a third person must be approved in advance

by the Board of Directors and shall be subject to all terms and conditions of any shareholders agreement in

effect at that time.

ARTICLE XII - CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to

cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13220 Gulf Blvd., Madeira Beach, Flordia 33708. The name of the initial registered agent of this corporation is RANDY LACEY.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial directors and officers of this corporation shall be as follows:

President and
Director: RANDY LACEY

ARTICLE VIII - RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - INDEMNIFICATION

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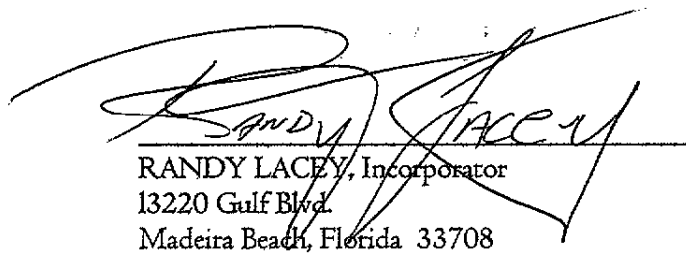
ARTICLE XIV - AMENDMENT

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

ARTICLE XV - PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this

_12_ day of _OCTOBER_ 1999.

RANDY LACEY, Incorporator
13220 Gulf Blvd.
Madeira Beach, Florida 33708

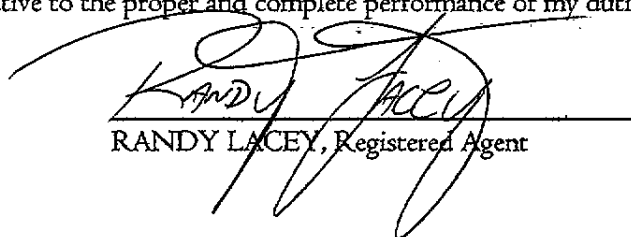STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ Pinellas

The foregoing instrument was acknowledged before me this 12 day of October, 1999, by RANDY LACEY, President and Director of MILLENNIUM STYLE, INC, on behalf of the corporation, who is personally known to me or produced the following as identification: FL Driver License.

(SEAL)

MELISSA D. FLOYD
MY COMMISSION # CC 549240
EXPIRES: April 22, 2000

Notary Public - Signature

Having been named as Registered Agent to accept service of process for MILLENNIUM STYLE, INC., at 13220 Gulf Blvd., Madeira Beach, Florida 33708. I 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.

RANDY LACEY, Registered Agent