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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : AMERICAN QUICK CORPORATIONS
Account Number : I19990000172
Phone : (305) 968-9715
Fax Number : (305) 232-3550

FLORIDA PROFIT CORPORATION OR P.A.

Millennium Engineering & Development Corp.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 26 AM 8:40

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ARTICLES OF INCORPORATION

ARTICLE 1-NAME

The name of the Corporation is:
Millennium Engineering & Development Corp.

ARTICLE 2- PURPOSE OF CORPORATION

The corporation shall engage in any activity of business permitted under the law of the United States and of the State of Florida.

ARTICLE 3-PRINCIPAL OFFICE

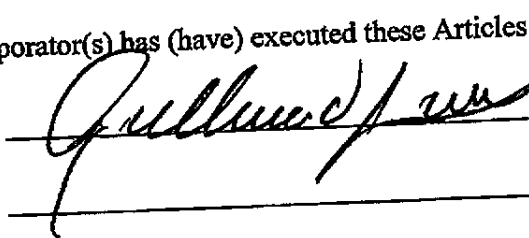
The address of the principal office of this Corporation is:
1880 SW 144 Pl. Miami, Florida 33186

ARTICLE 4-INCORPORATOR

The name and street address of the incorporator of this corporation is:

Guillermo L. Donadio
10880 SW 144 Pl. Miami, FL 33186

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this:



Prepared By: American Quick Corporations
775 NE 79 St Suite K Miami, FL 33138
305- ~~968-9715~~
305- 232-3550

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ARTICLES 5- OFFICERS

The officers of this Corporation shall be:

President: Victor Mantell
3235 Cardinal Drive Suite 260 Vero Beach, Florida 32963

Vice President: Jeffrey P. Smith
10880 SW 144 Pl. Miami, Fl, 33186

Vice President / Treasurer: Guillermo L. Dona Dio.
10880 SW 144 Pl. Miami, Fl 33186

Secretary / CEO: Barry Craig
3235 Cardinal Drive Suite 260 Vero Beach, Florida 32963

ARTICLE 6-DIRECTOR (S)

The Director(s) of the Corporation shall be:
Victor Mantell, Barry Craig, Jeffrey P. Smith, Guillermo L. Donadio

ARTICLE 7-SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:
100 at \$ 1.00 per share

ARTICLE 8-REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books if the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 9-EFFECTIVE DATE

These Articles of Incorporation shall be immediately upon approval of the Secretary of State, State of Florida.

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ARTICLE 10-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, or in any amendment here to, or to add any provision to these Articles of Incorporation or to any amendment here to, in any manner now or hereafter prescribe or permitted by the provisions of any applicable status of the State of Florida, and all rights conferred upon share holders in this Articles of Incorporation or any amendment, here to are granted subject to this reservation.

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

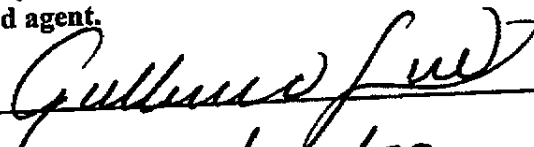
Pursuant to the provisions of Sections: 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement and designating the registered office / registered agent, in the State of Florida.

1. The name of the Corporation is:
Millennium Engineering & Development Corp.
2. The name and address of the registered agent and office is:
Guillermo L, Dona Dio.
10880 SW 144 Pl. Miami, Fl 33186

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 Statutes relating to the proper and complete performance of my duty, and I am familiar with and accept the obligation of my position as registered agent.

Signature

Date


10/26/99

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