

P99000079528

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000022448 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
99 SEP -8 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**MEGAHERTZ, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

**ARTICLES OF INCORPORATION
FOR**

MegaHertz, Inc.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the state, by and under the provision of the laws of said state, providing for the information, liability, rights, privileges, and immunities of a Corporation for profit

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of the Corporation shall be:

MegaHertz, Inc.

(here in after referred to as the corporation). It is registered and principal office shall be located at 5862 W Flagler St Miami, Fl 33144, County of DADE, State of Florida. Its registered agents shall be GEORGINA SALVADOR

ARTICLE II

NATURE OF BUSINESS

Section 1.- The general nature of business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz. .

a).- To carry on business in the United States of North America or any foreign country or countries, to buy sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world.

FILED
99 SEP -8 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

b).- To enter into make perform, engage in, or transact any all lawful activities, purpose with any person or persons, firms, association and/or Corporation in the United State of North America or any foreign Country or Countries.

c).- To exchange in the currency of foreign countries and the currency of the United State of North America.

d).- To issue bonds debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trial or otherwise.

e).- To purchase, hold and release the shares of its capital stock, and to subscribe to purchase, or otherwise stock, bonds, or other securities and obligations of the company and other companies.

f).- To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation.

g).- No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.

h).- In general, to carry on any accidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character.

i).- To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments.

ARTICLE III

CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of:

a).- FIVE HUNDRED(500) SHARES or par value. For incorporation purposes, each share will have a nominal value set at ONE DOLLAR(\$ 1.00) per share as consideration.

b).- Said shares of common stock to have par value. All share to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at the fair and just valuation to be fixed by the stockholder or by the board of directors is to be conclusive proof of said value.

c).- All the common stock is to have one vote per share in the control of the management of Corporation.

d).- The holder of these shares of common stock are to have preventive right in the purchases of subsequent issue of stock.

e).- In the event any shareholder may vote his share or shares proxy one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of Capital with which the Corporation shall begin business shall be not less than FIVE HUNDRED DOLLARS (\$ 500.00).

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V I

BOARD OF DIRECTORS

The board of Directors shall consist of (1) person.

ARTICLE V I I

INITIAL DIRECTORS & OFFICERS

The name and addresses of the first Board of Directors who subject to the provisions of the Articles of Incorporation, the By-laws and the act of the legislature approved June, 1925, and the acts amendatory thereto, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall have qualified are the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
GEORGINA SALVADOR	4010 SW 102 CT Miami, Fl 33165	President

ARTICLE V I I I

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows:

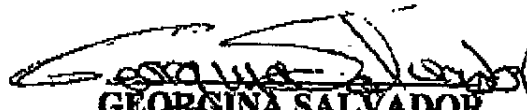
<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
GEORGINA SALVADOR	5862 W Flagler St Miami, Fl 33144	-500-

ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the power of the Corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the by-laws which shall be adopted by the stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said by-laws may from time to time and whenever necessary , by amended by the board of Directors of the Corporation.

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of the Incorporation at MIAMI, DADE COUNTY, FLORIDA, for the use and purposes aforesaid


GEORGINA SALVADOR
President

STATE OF FLORIDA)

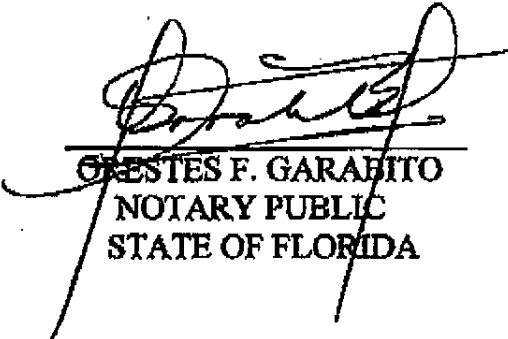
§ §

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me personally appeared **GEORGINA SALVADOR**, to me well know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Miami, County of DADE, State of Florida, this Eighteenth day of August of 1999.




GRESTES F. GARABITO
NOTARY PUBLIC
STATE OF FLORIDA

COMMISSION NUMBER CC 678601
MY COMMISSION EXPIRES SEPTEMBER 9, 2001
BONDED THROUGH GENERAL INSURANCE UNDERWRITERS

**CERTIFICATE DASIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED:.....**

In pursuance of Charter 48.091 of Florida Statutes, the following is submitted
in compliance with said act

FIRST: MegaHertz, Inc., desiring to organize under the laws of the State of
Florida with its principal office as indicated in the ARTICLES OF
INCORPORATION appoints **GEORGINA SALVADOR**, with offices
located at 5862 W Flagler St Miami, Florida, 33144- its Registered
Agent, to accept service of process within this State

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

In the city of Miami, County of Dade, State of Florida, this Eighteenth day of
August 1999.


GEORGINA SALVADOR
Registered Agent

FILED
99 SEP -8 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA