

Monday, January 14, 2000

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

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TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
1-13-2000

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Megadel Commerce Corp.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Megadel Commerce Corp.

EFFECTIVE DATE
1-13-2000

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TALLAHASSEE, FLORIDA

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Article II. Address

The Corporation's mailing address is:
Megadel Commerce Corp.
2530 Channin Drive
Wilmington DE 19810

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Worldwide Incorporators Ltd.
2530 Channin Drive
Wilmington DE 19810
302-529-5940

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 13, 2000.

The undersigned incorporator executed these Articles of Incorporation on January 14, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.
Todd A. Hardy Vice President

Worldwide Incorporators Ltd.
2530 Channin Drive
Wilmington DE 19810
302-529-5940

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Megadel Commerce Corp.

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES INC.
Todd A. Hardy, Vice President

Date: January 14, 2000

Worldwide Incorporators Ltd.
2530 Channin Drive
Wilmington DE 19810
302-529-5940

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