



P00000017012

ACCOUNT NO. : 072100000032

REFERENCE : 590913 7205523

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 70

ORDER DATE : February 16, 2000

ORDER TIME : 2:49 PM

ORDER NO. : 590913-005

700003137957--4

CUSTOMER NO: 7205523

CUSTOMER: Mr. Ramsey Halwaji
MEGADYNE TECHNOLOGIES, INC.
MEGADYNE TECHNOLOGIES, INC.
3801 W. Commercial Blvd.
#100
Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: MEGADYNE TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

of 2/16/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 16 PM 4:09

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 16 PM 3:52

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 16 PM 4: 09

**ARTICLES OF INCORPORATION
OF
MEGADYNE TECHNOLOGIES, INC.**

The undersigned, acting as Incorporator of MEGADYNE TECHNOLOGIES, INC. a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liabilities, rights, powers, immunities of a corporation for profit, and do hereby certify:

ARTICLE I

The name of the Corporation shall be MEGADYNE TECHNOLOGIES, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The Principal address is 3801 W COMMERCIAL BLVD, #100
Tamarac FL 33309

ARTICLE IV

The general purpose for which the corporation is organized is:

1. To engage in the business of Internet Advertising Services, either on its own behalf as principal, or as importer and/or exporter, or as a jobber, or on commission, or as a broker, or as a commercial and general agent and factor for any person, partnership, association, or corporation to purchase or otherwise acquire, own mortgage, pledge, charter, lease, sell, assign and transfer, or otherwise dispose of, and deal in and with, either at a wholesale, or retail and machinery, implements, tools, appliances, supplies, and other goods, wears and merchandise of all kinds pertaining to the operation of a business permitted under the laws of the United States of America, or of this State.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage into any other trade or business which can, in the opinion of the stockholders of the Corporation, be advantageously carried on in connection with and auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500). Such shares shall be of single class and shall have a par value of ONE DOLLAR (1.00) per share.

ARTICLE VI

Preemptive Rights Designation: Each stockholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase, subscribe for at par value thereof, a pro-rated portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation originally filed, or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, personal property, real property, or leases thereof, of any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent any warrant or warrants or other instruments or instrument conferring on the whole the right to subscribe for or purchase from the corporation any share of its stock of any class or classes.

ARTICLE VII

The street address of the initial registered agent of the Corporation is: 3801 W COMMERCIAL BLVD, #100, Tamarac FL;
and the name of the initial registered agent
at such address is: Ramsey Halwaji

ARTICLE VIII

The initial number of stockholders of the Corporation is one (1.) The name and address of said stockholder is:

Ramsey Halwaji
3801 W COMMERCIAL BLVD, #100
Tamarac FL 33309.

ARTICLE IX

The name and address of the Incorporator is

Ramsey Halwaji
3801 W COMMERCIAL BLVD, #100
Tamarac FL 33309

The business of this Corporation shall be managed by its Stockholder rather than a Board of Directors. In the management of the business of the Corporation, the act of the stockholder representing a majority of outstanding shares of the Corporation entitled to be represented in person or by proxy, shall be the act of the Stockholder. The Stockholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by them.

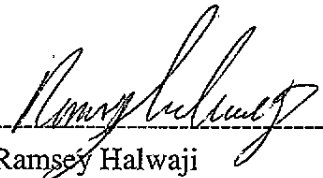
A majority of the outstanding shares of the Corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the stockholder for the management of the business of the corporation.

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

These Articles of Incorporation may be amended in the manner provided by law.

The Undersigned, being the original subscriber and incorporator of the foregoing corporation do hereby certify that the foregoing constitutes the proposed charter of MEGADYNE TECHNOLOGIES, INC.

Witness my hand and seal this _____ day of _____ 2000



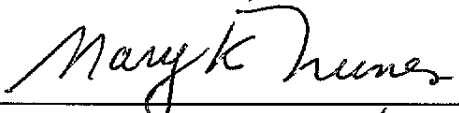
Ramsey Halwaji

STATE OF FLORIDA)
COUNTY OF BROWARD)

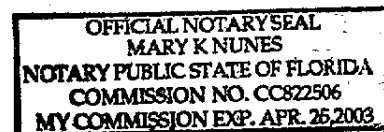
BEFORE ME, personally appeared Ramsey Halwaji to me personally known to be the person described in, and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed the same, for the uses and purposes intended herein.

Witness my hand and official seal in the State and County named
above, this 15th day of February 2000

NOTARY PUBLIC, State of Florida at large



My Commission Expires: 04-25-03
MARY K. NUNES



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 16 PM 4: 09

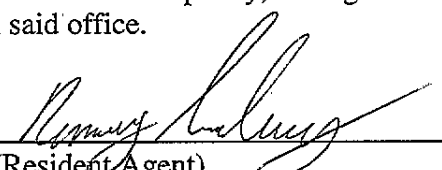
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That MEGADYNE TECHNOLOGIES, INC. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the articles of incorporation at City of Tamarac, County of Broward, State of Florida has named Ramsey Halwaji located at 3801 W COMMERCIAL BLVD, #100, Tamarac FL 33309

City of Tamarac, County of Broward, State of Florida, as its agent to accept service of process within this State.

Acknowledgement: (Must be signed by designated Agent)

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

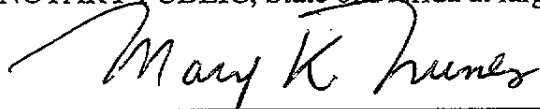
By 
(Resident Agent)
Ramsey Halwaji

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, personally appeared Ramsey Halwaji to me personally known to be the person described in, and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed the same, for the uses and purposes intended herein.

Witness my hand and official seal in the State and County named
above, this 15th day of February 2000

NOTARY PUBLIC, State of Florida at large


My Commission Expires: 04-25-03

MARY K. NUNES

