

7/14/00 1:54 PM

850)487-6013

07/20/00 15:44 FI Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

FAS-T

SUBJECT: MEGAHERTZDOT. COM, INC.
REF: W00000017772

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H00000036988
Letter Number: 100A00038974

ARTICLES OF INCORPORATION

OF

MEGAHERTZDOT.COM, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is: MEGAHERTZDOT.COM, INC.

FILED
00 JUL 21 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is 1115 NW 3rd St, Bldg 65 Apt.1, Ft. Lauderdale Fl 33311.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is: 1115 NW 3rd St, Bldg 65 Apt. 1
Ft. Lauderdale Fl, 33311.
and the registered agent at that office is EDWARD KENDRICK.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

CHRISTOPHER CARTY
3129 N. W. 120th Way
Sunrise, Florida 33323

EDWARD KENDRICK
1115 N. W. 3rd Street, Bldg. 65 Apt. 1
Ft. Lauderdale, Florida 33311

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

CHRISTOPHER CARTY
3129 N. W. 120th Way
Sunrise, Florida 33323

IN WITNESS WHEREOF, I, CHRISTOPHER CARTY, the undersigned incorporator, have
signed these Articles of Incorporation on this 12th day of July, 2000, and
acknowledged the same to be my act.


CHRISTOPHER CARTY

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of July,
2000, by CHRISTOPHER CARTY, who personally appeared before me at the time of notarization,
and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as
identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Genelene M. DeHaven
STATE OF FLORIDA AT LARGE



Genelene M. DeHaven
My Commission 00577091
Expires Aug. 18, 2000

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First that MEGAHERTZDOT.COM, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of SUNRISE, County of BROWARD, State of Florida, has named EDWARD KENDRICK, at 1115 NW 3rd St Bldg 65 Apt 1, Ft. Lauderdale, FL, 33311, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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 all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Edward Kendrick
EDWARD KENDRICK

DATE: July 12, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 21 PM 12:05

FILED