



P01000021198

Green International USA P.A.
International Legal services Department

Ph/Fx: 1-707-943-1577

Email: greeninterland@aol.com

300003767933--B

-02/26/01--01107--024

*****78.75 *****78.75

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
USA

02/21/01

Dear Secretary of State,

Re: Filing for "MAC INTERNATIONAL USA Incorporated" new Business and for its Certificate.

I am filing the above business for incorporation. I also apply for it certificate.

Please find Articles of incorporation, signature of the all Directors and fee of \$70.00 dollar for filing fee and \$8.75 for certificate.

Please do not hesitate to ask me any question on 1-707-943-1577 (Ph & Fx)
or email : Shamimas@prodigy.net.

Yours Sincerely,

Shamima Sultana
Registered Agent
Green International USA P.A.

* please send all incorporated document at
my present ^{mailing} address; 3144 Broadway suite #4
Box-125 Eureka. CA 95501.

01 FEB 26 AM 7:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

I. Burch FEB 28 2001

ARTICLES OF INCORPORATION
OF
MAC INTERNATIONAL USA INCORPORATED

ARTICLE I. NAME

The name of the Corporation is:

"MAC INTERNATIONAL USA INCORPORATED"

ARTICLE II. PURPOSE

This Corporation is organised for the following purposes:

To engage in any or all lawful business for which a Corporation may be incorporated under the Laws of Florida

ARTICLE III. POWERS

- a. To have a corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any manner reproduced.
- b. To purchase, take, receive or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To Sell, convey, mortgage, pledge, create a security interest in lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist its officers and employees in accordance with the law.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interest in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the United States or of any other Government, state, territory, Governmental district, or municipality or of any instrumentality thereof.
- f. To make contracts and guarantees and incur liabilities, borrow money, at such rate of interest as the corporation may determine, issue its notes, bonds and other obligations by mortgage or pledge of all or any part of its property, franchises and income.
- g. To lend money for corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested.
- h. To conduct its business, carry on its operations, and offices and exercise the powers granted by law within or without this state.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 FEB 26 AM 7:46

FILED

- I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j. To make and amend by laws, not inconsistent with its articles of incorporation or with the laws of this states, for the administration and regulation of the affairs of the corporation.
- k. To make donations for the public welfare or for charitable, scientific or educational purposes.
- l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.
- m. To pay pensions and establish pension plans, profit sharing plans, stock option plans and other incentive plans for any or all directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- n. To a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- o. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV CORPORATION EXISTENCE

This Corporation shall commence existence upon filing of these articles, and have perpetual existence

ARTICLE V PRINCIPAL OFFICE

The address of the principal office of the corporation is:
1007 N Federal Highway #
Ft. Lauderdale
Florida 33304
USA

ARTICLE VI REGISTERED AGENTS AND OFFICE

The initial registered office of this corporation and name of the initial registered agents of this corporation at that address are
GREEN INTERNATIONAL USA P.A.
SHAMIMA SULTANA
1007 N Federal Highway #
Ft. Lauderdale
Florida 33304
USA

ARTICLE VII CAPITAL STOCK

This corporation is authorised to issue 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have a board of directors. The number of directors may be either increased or diminished from time to time by the share holders at any duly called and constituted meeting. The names and addresses of the initial directors of this corporation are:

President

Mohammed Nazim Uddin
M.H.S Flat 80 , 3rd Floor Sugandha
Muradpur Punchliash
Chittagong-4000
Bangladesh



Vice- President

Mohammed Salim Uddin
M.H.S Flat 80 , 3rd Floor Sugandha
Muradpur Punchliash
Chittagong-4000
Bangladesh



Treasurer

Abdus Satter Eng.
Adma Opco
Utilities Island
Abu Dhabi
U.A.E



Director of Finance

Mohammed Giash Uddin
M.H.S Flat 80 , 3rd Floor Sugandha
Muradpur Punchliash
Chittagong-4000
Bangladesh



ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

Each Share holder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more.

ARTICLE X PRE-EMPTIVE RIGHTS

The corporation shall have pre-emptive rights. Each shareholder of the corporation shall have pre-emptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ARTICLE XI BY LAWS

The power to adopt, alter, amend or repeal By laws shall be vested in the Board of Directors and the shareholders

ARTICLE XII

RESTRICTIONS OF TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the laws or by agreement of the shareholders.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation

ARTICLE XIV. INCORPORATOR

The name and address of the person signing these Article of Incorporation is:

Shamima Sultana
1007 N Federal Highway #
Ft. Lauderdale
Florida 33304
USA

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this

23rd Day of Feb 2001



Shamima Sultana Registered Agent

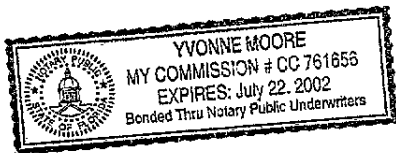
State of FLORIDA

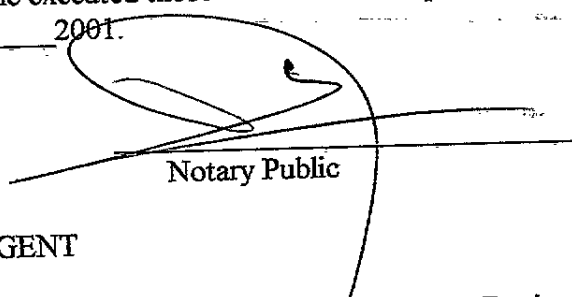
County of BROWARD

Before me personally appeared Shamima Sultana

Who is personally known to me or who produced
as identification, who executed the forgoing Articles of Incorporation, and who swore to
and acknowledged before me that he /she executed those Articles of Incorporation this

23rd day of February 2001.




Notary Public

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of Green International USA P.A. and hereby accept said duties and responsibilities



Registered Agent