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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MEGAMAKERS CORPORATION (Corporation Name) (Document #) 02 JAN 11
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE FLORIDA
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Examiner's Initials

CERTIFICATE OF INCORPORATION
OF
MEGAMAKERS CORPORATION

We the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and to adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I -NAME

The name of this Corporation shall be: MEGAMAKERS CORPORATION

ARTICLE II -PURPOSE OF CORPORATION

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a) The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.
- b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory or government.
- c) To purchases or otherwise acquire, and to hold, won, maintain or otherwise dispose of deal in land and leaseholds, and any interest, state and rights in real property, and personal or mixed property, and any franchises rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any all powers above set forth as fully as natural persons, whether as principals, agents trustees or otherwise.
- d) To guarantee, purchases, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
- e) To purchases, hold sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for purchases of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder's quorum or vote.

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f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III - CORPORATION CAPITALIZATION

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be one hundred (100) shares, all of which shall be of \$ 1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV – REGISTERED AGENT

The initial registered office of the corporation is: 6716 SW. 127 PL. Miami. FL. 33183 and the initial registered agent at such address are: GUILLERMO CONTRERAS

ARTICLE V – CORPORATION EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI - POST OFFICE ADDRESS

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 6716 SW. 127 PL, MIAMI, FL. 33183

ARTICLE VII - INCORPORATOR

The name and post office address of the incorporator of this Corporation is:

GUILLERMO CONTRERAS
6716 SW. 127 PL
Miami FL. 33183

ARTICLE VIII - OFFICERS

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the firsts year of its existence or until their successors are elected and qualified, are as follows:

DIEGO B FERNANDEZ ESPINOSA
6716 SW. 127 PL
MIAMI, FL. 33183

President

ADOLFO R PIZARRO AGUIRRE
6716 SW. 127 PL
MIAMI, FL 33183

Vice President

MILAGRO C FERNANDEZ ESPINOSA
6716 SW. 127 PL
MIAMI, FL. 33183

Secretary

ARTICLE IX - STOCKHOLDERS

The names and post office addresses of the initial stockholders of this Corporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follow;

<u>N A M E</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Diego B Fernandez Espinosa	6716 SW. 127 PL Miami Fl. 33183	2	\$ 2.00
Adolfo R Pizarro Aguirre	6716 SW. 127 PL Miami, FL. 33183	50	\$ 50.00
Milagro C Fernandez Espinosa	6716 SW. 127 PL. Miami, Fl. 33183	48	\$ 48.00

ARTICLE X – MANAGEMENT AND CONTROL

The management and control of the business of this corporation shall be continued under directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a: President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold on or more offices.

ARTICLE XI – RIGHTS OF THE CORPORATION

With respect to any of the “works” created by one or more of the members, shareholders or partners of the company/corporation, whether or not in compliance with a labor relation, or in the performance of a contract by commission, irrespective of whether or not compensation is provided, the title ownership to any rights which may be transferred, whether pecuniary or non-pecuniary rights, as applicable, will be understood to have been transferred to the company/corporation; and, accordingly, they will be the property of the company/corporation.

Thus, any idea, intellectual creation, plan, agreement, project, computer program (whether operating or application program, or code or source code or object code), software or any other type of element, irrespective of its form of expression, which forming part of the whole thereof, whether complete or incomplete, under development or already developed; and in general, any “work” created or which may be created by any member and/or shareholder and/or partner of the company/corporation, will be understood to be the sole and exclusive property of the company/corporation; and in any event, through this act, the member(s) and/or shareholder(s) and/or partner(s) assign to the company/corporation, as from this moment and to the future, any and all rights over such present or future “works” or creations as unlimited and exclusive property.

The said assignment includes succeeding versions of any “works” and/or creations and/or programs as well as resulting programs, sequels or any other elements which may be derived from the original matrix, idea, etc.

It will be understood that any and all the rights over the “works” have been assigned in an unlimited and exclusive manner in favor of the company/corporation at the time of creation. This implies that the company/corporation is authorized to disclose and/or market the “works” and defend any non-pecuniary rights which may be necessary for their exploitation. The exploitation of the “works” includes, but is not limited to, and may be extended to, the exclusive right to carry out, authorize or prohibit, with respect thereto, the following: a) their reproduction, under any method or procedure; b) their disclosure to the public through any medium, whether through access to computer data bases, telecommunications, or any other method or procedure; c) their translation, adaptation, arrangement or other form of transformation; d) imports or exports of any copies made with the authorization of the

company/corporation through any medium, including transmission; and e) any other form of utilization, whether in whole or in part.

The meaning of the term "work" or "works" and/or creations, or any other mentions thereof for the purposes of this Agreement, may be understood in the fullest terms, to include any intellectual creation, whether group or personal creations, original and/or consequential, likely to be disclosed or recognized in any form, known now or in the future, particularly those which in any which manner whatsoever may be related to the development of "computer programs, or software".

Accordingly, for the purposes hereof, any reference to the term "computer programs", or to the word "software", will be understood to be equivalent and referring to a series of instructions issued through words, codes, plans or any other things which, once incorporated into an automated reading devise, is capable of causing a computer to execute a task or obtain a result. The coverage afforded to the computer program also includes technical documentation and user manuals.

The company/corporation may carry out any changes and/or amendments, modifications, adaptations or transformation to successive versions or to those deriving from the "works".

At its discretion, the company/corporation may, from time to time, confer title ownership to any one or more "works" created, to its own members, shareholders or partners, who will become the owners thereof. Ownership over the "works" will be understood to have been granted for each member, partner or shareholder according to his/her shareholding percentage in the company/corporation. To this effect, as owners of the said "works" the shareholders will enjoy the same conditions, rights, powers and benefits set forth in this definition for the company/corporation.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII - POWERS OF CORPORATION

In furtherance, and not limitation of the powers conferred by Stature, the Board of Directors in expressly authorized:

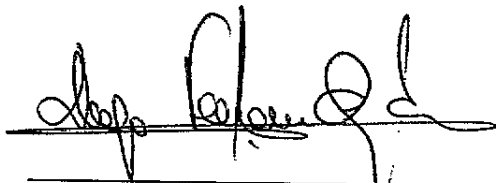
a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

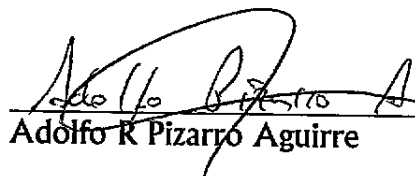
c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholder's meeting duly called for the purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease or exchange all of its property and assets, including its good will and its corporate franchise, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

IN THE WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this second-day of January 2002



Diego B Fernandez Espinosa (seal)



Adolfo R Pizarro Aguirre (seal)



Milagro C Fernandez Espinosa (seal)

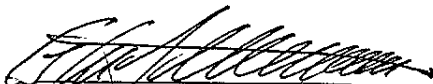
STATE OF FLORIDA

COUNTY OF DADE

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Articles, 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.

Date: January 2, 2002



Guillermo Contreras

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