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LAW OFFICES

Stephen N. Rosenthal

12000 BISCAYNE BOULEVARD

SUITE 505

North Miami, Florida 33181

SATELITE OFFICE

25 WEST FLAGLER STREET
SUITE 1040
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520
"FAX" (305) 899-9213

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 2002
AM 7:20

February 19, 2002

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Mega Women's Board, Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents Mega Woman's Board, Inc. in connection with their proposed filing of Articles of Incorporation.

Pursuant to same, I am herewith enclosing an original and copy of my client's Articles of Incorporation together with the filing fee in the sum of \$70.00.

I am also enclosing a self addressed stamped envelope for your convenience, and would appreciate your filing these Articles as soon as possible.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

F. CHESSEY MAR 4

ARTICLES OF INCORPORATION

OF

MEGA WOMANS BOARD, INC.

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THE UNDERSIGNED do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

MEGA WOMANS BOARD, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of providing: Modeling services, including but not limited to the operation of a modeling business and any acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

One Hundred (100) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the by-laws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

3618 Northeast 2nd Avenue
Miami, Florida 33137

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be NADIA SHAHRIK, and the Registered Office shall be located at:

341 Northeast 35th Street
Miami, Florida 33137

or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a

President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
NADIA SHAHRIK	President	341 N.E. 35th St.
individually and on	Vice President	Miami, Fl. 33137
behalf of MEGA WOMANS	Secretary	
BOARD MANAGEMENT,	Treasurer	
INC.		

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
NADIA SHAHRIK	341 Northeast 35th St.
individually and on	Miami, Florida 33137
behalf of MEGA WOMANS	
BOARD, INC.	

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators

subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
NADIA SHAHRIK individually and on behalf of MEGA WOMANS BOARD, INC.	341 N.E. 35th St. Miami, Fl. 33137	100	\$ 1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS


That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BY-LAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a

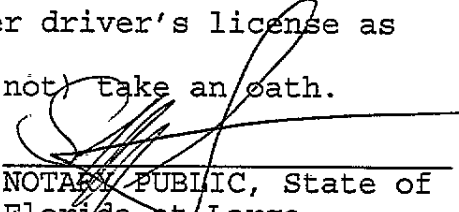
majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 19th day of Feb, 2002.

 (SEAL)
NADIA SHAHRIK, individually
and on behalf of MEGA WOMANS
BOARD, INC.

STATE OF FLORIDA)
) .SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of Feb, 2002, by NADIA SHAHRIK, who is personally known to me and have produced her driver's license as identification and who did (did not) take an oath.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of MEGA WOMANS BOARD, INC. and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 341 Northeast 35th Street, Miami, Florida 33137.


NADIA SHAHRIK, Registered
Agent

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