

The Business SuperStore, Inc.
G. Francis and Company
Accounting and Tax Consultants
8010 West McNab Road
North Lauderdale, Florida 33068
(954) 720-4511 Fax (954) 720-6667

May 16, 2002

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Attention: New Corporation
850-488-9000

Re: Megarca Enterprises, Inc.

To Whom It May Concern:

Enclosed please find:

- 1 A check made payable to the **Secretary of State** for \$ 78.75
in payment of the following:
 X State Filing Fees
 Other

- 1 **Special Instructions:**

- 1 Please send via US Mail/Fedex or Fax all correspondence relating to this matter to:
The Business SuperStore, Inc.
Global Business Services
C/O Gary Livigne
8010 West McNab Road
North Lauderdale, Florida 33068
Fax (954) 720-6667

Thank You
The Business SuperStore, Inc.
Global Business Services

If you should have any questions, please contact our office at the above
address or phone numbers.

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FILED
02 MAY 21 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gs/22

ARTICLES of INCORPORATION
OF
MEGARCA ENTERPRISES, INC.

FILED
02 MAY 21 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEGARCA ENTERPRISES, INC.

The principal place of business of this corporation shall be 8010 West McNab Road, #103 North Lauderdale, Florida 33068; and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 8010 West McNab Road, #103 North Lauderdale, Florida 33068; and the initial registered agent of the corporation is Juan C. Mendoza.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial members of the Board of Directors are:

Juan C. Mendoza, Director
8010 West McNab Road #103
North Lauderdale, Florida 33068

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

Juan C. Mendoza, President
8010 West McNab Road, #103
North Lauderdale, Florida 33068

ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16th day of May, 2002.

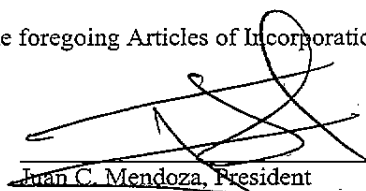


Juan C. Mendoza, President

ACCEPTANCE of REGISTERED AGENT DESIGNATED

IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of MEGARCA ENTERPRISES,
INC. made in the foregoing Articles of Incorporation.



Juan C. Mendoza, President

5-18-02

DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 21 AM 8:30

FILED