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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850)224-8870  
Fax Number : (850)224-7047

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Mega Force Entertainment, Inc.**

Certificate of Status	0
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CAPITAL CONNECTION

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**ARTICLES OF INCORPORATION**  
**OF**  
**MEGA FORCE ENTERTAINMENT, INC.**

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**ARTICLE I**  
**NAME & PLACE OF BUSINESS**

The name of the Corporation is **Mega Force Entertainment, Inc.**  
The principal place of business and mailing address of the corporation shall be as follows: 600 NW 183<sup>rd</sup> Street, Miami Gardens, FL 33169

**ARTICLE II**  
**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**  
**PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**  
**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of voting common stock, having an individual par value of \$ 0.01.

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## **ARTICLE V PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

## **ARTICLE VI REGISTERED OFFICE AND AGENT**

The initial Registered office of the Corporation is: 600 NW 183<sup>rd</sup> Street, Miami Gardens, FL. 33189

The initial Registered Agent at that address is:

**Marc Jean Jacques**

16050 Miami Drive, North Miami Beach, FL. 33162

## **ARTICLE VII DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one member, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

NAME(S)

**Marc Jean Jacques - President**

**Roland Raymond - V. Pres.**

**Marie Laudz Colon - Secretary**

**Jean P. Fleurantin - Treasurer**

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**ARTICLE VIII  
INCORPORATOR**

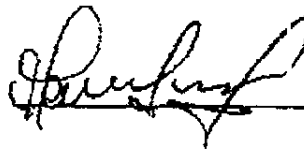
The name and address of the incorporator is:

**Marc Jean Jacques**  
16050 Miami Drive, North Miami Beach, FL. 33162**ARTICLE IX  
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such director, officer or employee shall be adjudged in any claim action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

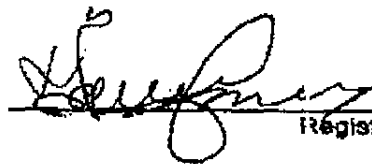
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of July, 2004



Incorporator

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 49.081, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.



Registered Agent

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