

P05000061858

- Davis Joseph
P.O. Box 6610
Fort Myers, FL 33911

(Address)

(City/State/Zip/Phone #)

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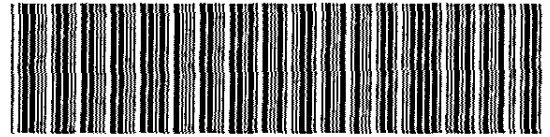
(Business Entity Name)

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FILED
05 APR 27 AM 8:24
TALLAHASSEE, FLORIDA

4/28/05
BWK

W05-19646



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 19, 2005

DARIUS JOSEPH
P.O. BOX 6610
FORT MYERS, FL 33911

SUBJECT: MEGGA ENTERTAINMENT GROUP, INC.
Ref. Number: W05000019646

We have received your document for MEGGA ENTERTAINMENT GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 105A00026734

**Articles of Incorporation
Megga Entertainment Group, Inc**

FILED

05 APR 27 AM 8:24

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under and in compliance with the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation shall be Megga Entertainment Group, Inc.

Article II - Nature of Business

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 50,000 (Fifty Thousand) shares of common stock having a par value of \$1.00 (One Dollar) per share. At meetings of stockholders, cumulative voting is not allowed nor are there pre-emptive rights attached.

Article IV - Registered Agent

The street address of the initial registered office of the corporation shall be 4817 SW 24th Avenue, Cape Coral, Florida 33914 and the name of the initial Registered Agent for the corporation at that address is Darius A. Joseph.

Article V - Term of Existence

It is the intent of the incorporator that this corporation shall continue exist in perpetuity.

Article VI - Limitation of Liability

Each director, stockholder and officer, in consideration for his or her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Article VII - Board of Directors

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

- Darius A. Joseph
- Roderic Gadson
- Kendall Gadson

Articles of Incorporation

Article VIII - Incorporator

The name and address of the incorporator is: Darius A. Joseph, 4817 SW 24th Avenue, Cape Coral, Florida 33914.

Article IX - Self-dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation, so long as said fact is divulged to the other directors prior to such vote.

Article X - Special Provisions

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

In witness whereof, the undersigned has hereunto set his hand and seal on this 8th day of April, 2005.

Incorporator Registered Agent

Darius A. Joseph

Page Two of Two

State of Florida)
County of Lee)

The foregoing Articles of Incorporation were executed and acknowledged before me this 8th day of April, 2005 by Darius A. Joseph.

Stefania Picca (SEAL)
Notary Public, State of Florida
My Commission Expires: 2-3-06



Stefania Picca
My Commission DD087009
Expires February 03, 2006