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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

megatax, inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
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Corporate Filing Menu

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B. McKnight

DEC 27 2006

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Article 1. Name

Article 2. Principal Office

Article 2. Duration

Article 3. Purpose

Article 4. Capital Stock

Prepared By:
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1313 Ponce de Leon Boulevard
Suite 301
Coral Gables, Florida 33134
(305) 445-5351

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Article 5. Initial Registered Office and Agent

The name and address of the initial registered agent of this corporation are: Juan R. Diaz, 12804 S.W. 8th Street, Miami, Florida 33184.

Article 6. Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are: Juan R. Diaz, 12804 S.W. 8th Street, Miami, Florida 33184 and Marta Diaz, 12804 S.W. 8th Street, Miami, Florida 33184

Article 7. Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are: Juan R. Diaz, 12804 S.W. 8th Street, Miami, Florida 33184.

Article 8. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 9. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30)

days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 10. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

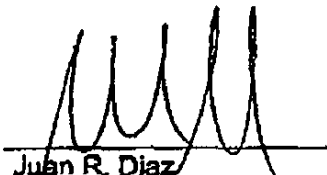
Article 11. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 12. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

In Witness Whereof, the undersigned incorporator executed these Articles of Incorporation this 21 day of December, 2006.

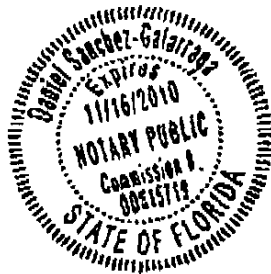


Juan R. Diaz

State of Florida)
) ss:
County of Miami-Dade)

Before me, the undersigned authority, personally appeared Juan R. Diaz, known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

Sworn to and subscribed before me on this 21 day of December, 2006



A handwritten signature in dark ink, appearing to be "Gabriel Sanchez-Galarza", written over a horizontal line.

Notary Public, State of Florida

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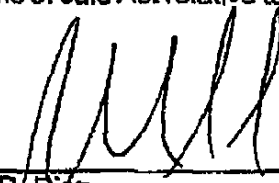
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That MegaTax, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Juan R. Diaz, located at 12804 S.W. 8th Street, Miami, County of Miami-Dade, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



Juan R. Diaz
Registered Agent

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