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JEROME L. TEPPS, P.A.  
140 POWERLINE ROAD, SUITE 701  
FORT LAUDERDALE, FLORIDA 33304  
TELEPHONE (305) 565-1211  
TELECOPIER (305) 565-7878

FEDERAL COURT TRIAL MAN  
CIRCUIT COURT MEDIATOR  
COUNTY COURT MEDIATOR

February 6, 1995

FILED  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
THE CAPITOL  
TALLAHASSEE, FLORIDA 32304

Re: Mogilla, Inc.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with check #25266 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,

Jerome L. Teppes, Esq.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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JLT/ps.  
Enclosures: as noted

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

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OF

MEGILLA, INC.

ARTICLE I

NAME

The name of the corporation is MEGILLA, INC.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with the Secretary of State. This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock.

ARTICLE V  
CORPORATE OFFICE

The address of the corporate office is 4353 N.W. 67th Avenue, Coral Springs, Florida 33067 or as otherwise reflected in the annual report.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3411 Powerline Road, Suite 701, Fort Lauderdale, Florida 33309 and the name of the initial Registered Agent of this corporation at that address is Jerome L. Tapps.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than five. The names and addresses of the initial director of this corporation is:

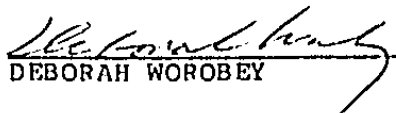
<u>NAME</u>	<u>ADDRESS</u>
DEBORAH WOROBEY	4353 N.W. 67th Avenue Coral Springs, Florida 33067

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of January, 1995.

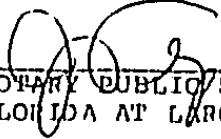
  
DEBORAH WOROBEY

STATE OF FLORIDA )  
                          ss:  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DEBORAH WOROBEY

known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County above mentioned, this 31 day of January, 1995.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL  
JEROME LEWIS TEPPS  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXP. JAN. 18, 1997  
COMMISSION NO. CC250277

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

Pursuant to Section 48.091 and Section 607.034(3), Florida  
Statutes, the following is submitted in compliance with said  
Sections:

MEGILLA, INC. desires to organize under the Laws of the State of  
Florida with its registered office as indicated in the Articles  
of Incorporation 3411 Powerline Road, Suite 701, Fort Lauderdale,  
Florida 33309 and has named Jerome L. Teppes located at 3411  
Powerline Road, Suite 701, Fort Lauderdale, Florida 33309 as its  
Agent to accept service of process within this State.

CONSENT OF REGISTERED AGENT

Having been named 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 Sections relative to keeping open said  
office.

By:

  
JEROME L. TEPPES