

(SAMPLE LETTER OF TRANSMITTAL)

P9500032414

Date APRIL 20, 1995

FILED
95 APR 21 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
04/21/95--01082--004
***122.50 ***122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: MEGACOMP INTERNATIONAL, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

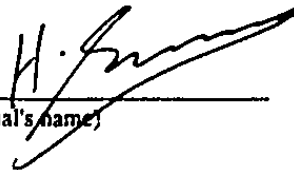
This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



SUNIL GULABRAI.

(individual's name)



MEGACOMP INTERNATIONAL INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION		
P.O. BOX 110440		
MIAMI, FLA. 33111		
PHONE		
(305)	374-1498	3
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

MEGACOMP INTERNATIONAL INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MEGACOMP INTERNATIONAL INC.

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of TEN Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	MR. SUNIL GULABRAI		
ADDRESS	261 N.E. 1ST. STREET, 2ND. FLOOR		
CITY	MIAMI	FLORIDA	ZIP 33132

The principal office, if known, or the mailing address of the corporation is:

NAME	MEGACOMP INTERNATIONAL INC.		
ADDRESS	P.O. BOX 110440		
CITY	MIAMI	FLORIDA	ZIP 33111

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:


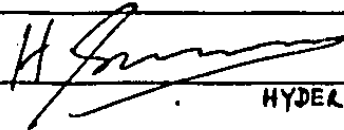
NAME	MR. SUNIL GULABRAI		
ADDRESS	261 N.E. 1ST. STREET, 2ND. FLOOR		
CITY	MIAMI	STATE FLA.	ZIP 33132
NAME	MR. HYDER A. SAWANI		
ADDRESS	261 N.E. 1ST. STREET, 2ND. FLOOR		
CITY	MIAMI	STATE FLA.	ZIP 33132
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	SUNIL GULABRAI		
ADDRESS	261 N.E. 1ST STREET, 2ND FLOOR		
CITY	MIAMI	STATE	FLA. ZIP 33132
NAME	HYDER A. SAWANI		
ADDRESS	261 N.E. 1ST. STREET, 2ND, FLOOR		
CITY	MIAMI	STATE	FLA. ZIP 33132
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20TH. day of APRIL, 19 95.

 SUNIL GULABRAI (Seal)
 _____ (Seal)
 HYDER A. SAWANI (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

MEGACOMP INTERNATIONAL INC.
(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 261 N.E. 1ST. STREET, 2ND. FLOOR


MIAMI, FLA. 33132

has named SUNIL GULABRAI

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

 SUNIL GULABRAI
(registered agent)