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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

1402 W FLAGLER ST

STATE OF FLORIDA

409 E GAINES STREET MIAMI FL 33135-

TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT

FAX: (904) 922-4000 PHONE: (305) 541-3094

FAX: (305) 541-3770

(((H96000005041))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEGA CAPITAL CORPORATION

FAX AUDIT NUMBER: H96000005041 CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/22/1996 TIME REQUESTED: 14:19:40

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX

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R.A.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1996

Kit 2 pages Sent

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MEGA CAPITAL CORPORATION
REF: W96000008683

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-FAX PAGE 1.

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 for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000005641
Letter Number: 696A00019002

Message 12:10 pm

APR-24-1996 12:20

P.03

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ARTICLES OF INCORPORATION

OF

MEGA CAPITAL CORPORATION

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is **MEGA CAPITAL CORPORATION** (the "Corporation");

SECOND: The street address of the initial principal office of the Corporation is 1836 West 23rd Street, Miami Beach, Florida 33140.

THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value $1.00 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 1221 Brickell Avenue, Suite 2600, Miami, Florida 33131 and the registered agent at that same address is: David J. Berger, P.A., Attention David J. Berger, Esq.

FIFTH: The name and address of the incorporator of the Corporation is: David J. Berger, 1836 West 23rd Street, Miami Beach, Florida 33140.

SIXTH: The corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one nor more than five. The name and address of the initial director of the Corporation is:

David J. Berger
1836 West 23rd Street
Miami Beach, Florida 33140

SEVENTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

Prepared By:
David J. Berger, P.A.
Florida Bar No. 273910
1221 Brickell Ave, #2600
Miami, Florida 33131
(305) 536-1444

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EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence upon the filing of these articles of incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of April, 1996.

David J. Berger, Incorporator

Prepared By:
David J. Berger, P.A.
Florida Bar No. 273910
1221 Brickell Ave, #2600
Miami, Florida 33131
(305) 536-1444

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of **MEGA CAPITAL CORPORATION**, a Florida corporation contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

DAVID J. BERGER, P.A.

By: ______________________
David J. Berger, President

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