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HERBCO AUDITING SERVICE, INC
P. O. BOX 16431
PLANTATION, FLORIDA 33318-6431

APRIL 18, 1996

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04/20/96 01002-001
*99970.00 *99970.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314-6327

GENTLEMEN:

ENCLOSED FIND ARTICLES OF INCORPORATION FOR

"MEGAN ENTERPRISES, INC"

TO BECOME EFFECTIVE ON APRIL 25, 1996, ALONG WITH A
CHECK IN THE AMOUNT OF \$70.00 TO COVER COSTS. NO
CERTIFIED COPY IS NEEDED.

PLEASE SEND COMPLETED PAPERS TO:

HERBCO AUDITING SERVICE INC
P. O. BOX 16431
PLANTATION, FLORIDA 33318-6431

SINCERELY,

Herbert Sterling

HERBCO AUDITING SERVICE INC

*REC
4-26-96*

ARTICLES OF INCORPORATION
OF
MEGAN ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is:

MEGAN ENTERPRISES, INC

The address of the corporation is:

8024 Ambach Way Hypoloxo, FL 33462

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 200, all of which shall be common shares without par value.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 8024 Ambach Way, Hypoloxo, Florida 33071, and the name of the initial registered agent is Margaret Duncan.

ARTICLE SIX

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE SEVEN

The name and address of the incorporator is:

Margaret Duncan
6024 Ambach Way

Hypoloxo, FL 33462

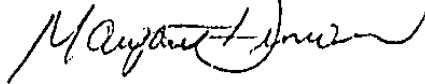
ARTICLE EIGHT

The corporation shall be deemed to commence it's existence on April 25, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 18 day of April, 1996.

Incorporator

STATE OF FLORIDA)SS
COUNTY OF BROWARD)

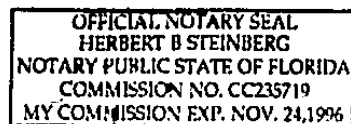


On this 18 day of April, 1996, before me, personally appeared Margaret Duncan, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Public

My commission #CC235719 expires:
November 24, 1996



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business or Domicile for
the Service of Process Within This State, Naming Agent
upon whom Process May Served and Name and Address of the
Incorporator.

The following is submitted in compliance with
Chapter 48.091 and 607.034, Florida Statutes:

a corporation organized (organizing) under the laws of the
State of Florida, with its initial registered office at
8024 Ambach Way, Hypoloxo, Fl. 33462 has named Margaret
Duncan, its agent to accept service of process within
this state.

Margaret Duncan
8024 Ambach Way

Hypoloxo, Fl. 33462

Incorporator



ACCEPTANCE:

HAVING BEEN NAMED to accept service of process
for the above named corporation, at the place designated
in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the
provisions of all statutes relative to the proper
performance of my duties.



Resident Agent