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ALEXANDRA V. RIEMAN, P.A.

ATTORNEY AT LAW

P.O. BOX 7107 • FORT LAUDERDALE, FLORIDA 33338 • 305-524-9777

April 8, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation - Megash, Inc.

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-04/11/96--01111--019
****122.50 ****122.50

Dear Division of Corporations:

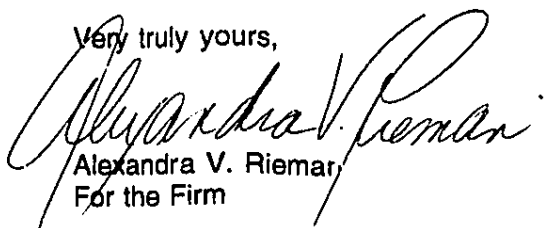
Enclosed are the following:

1. Original and one copy of the Articles of Incorporation;
2. Check in the amount of \$122.50 for the filing fee; and
3. Self addressed, stamped return envelope.

Please file the original Articles and return a certified copy to this office.

If you have any questions, please call.

Very truly yours,


Alexandra V. Rieman
For the Firm

Encls.
AVR:jmb

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GB 4/29/96

[illegible]

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION OF
MEGASH, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of forming a corporation by and under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I
NAME

The name of this corporation shall be MEGASH, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any lawful act or activity for which corporations may be organized under the Florida General Corporations Act, or any successor statute.

ARTICLE III
GENERAL POWERS

This corporation shall have and may exercise all powers now or hereafter conferred by the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is ONE HUNDRED (100) shares of common stock, each having a par value of ONE DOLLAR and 00/100 (\$1.00).

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI
PRINCIPAL OFFICE AND REGISTERED AGENT

The initial address of the principal office of this corporation shall be 2850 N.E. Eighth Avenue, Pompano, Florida 33064. The registered agent of the corporation shall be Alexandra V. Rieman, whose address is 629 S.E. Fifth Avenue, Fort Lauderdale, Florida 33301. The Board of Directors may, from time to time, move the principal office,

the registered office and may change the registered agent and notify the Secretary of State of the same without need of any amendment to these Articles of Incorporation.

ARTICLE VII
INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders of the corporation but the number of directors of this corporation shall in no event be less than one. The names and street addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
David W. McCloskey	2850 N.E. Eighth Avenue Pompano, Florida 33064

ARTICLE VIII
SUBSCRIBERS

The name and address of each subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David W. McCloskey	2850 N.E. Eighth Avenue Pompano, Florida 33064

ARTICLE IX
SPECIAL PROVISIONS

Special provisions for the regulation of the corporation are:

Section a. The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

Section b. Every shareholder, upon the sale of any new issue of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Section d. The power to adopt, alter, amend and/or repeal by-laws shall be reserved to the shareholders.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 8th day of April, 1996 in Broward County, Florida.

John Dugan
Witness

David W. McCloskey
David W. McCloskey, Subscriber

[Signature]
Witness

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me personally appeared DAVID W. MCCLOSKEY, to me known to be the person described in and who executed the foregoing certificate of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein set forth.

8th WITNESS my hand and official seal in the county and state above written, this day of April, 1996.



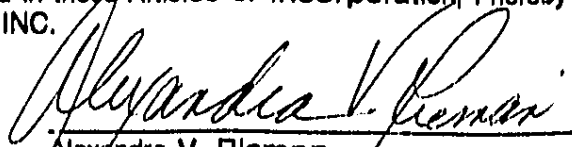
VANESSA CRUZ
My Commission CC489067
Expires Aug. 16, 1999

[Signature]
Notary Public

My commission expires:

Acceptance by Resident Agent

Having been named resident agent to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity for MEGASH, INC.



Alexandra V. Fleman
629 S.E. Fifth Avenue
Fort Lauderdale, Florida 33301

FILED
MAR 28 1978
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE