

ROBERT A. PASCAL

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FILED

96 MAY -8 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 29, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl. 32314

Re: Mega Stock Inc.

200001813992
-05/09/96--01001--001
****122.50 ****122.50


Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation regarding the above captioned corporation, along with filing fee in the sum of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars representing the following:

Filing Fee:	\$35.00
Registered Agent	\$35.00
Certified Copy	\$52.50
Total:	<u>\$122.50</u>

Please issue sealed charter number and furnish the undersigned with a certified copy of the Articles of Incorporation, along with certificate indicating charter number at your earliest opportunity utilizing the enclosed self-addressed envelope.

Sincerely,


Robert A. Pascal, Esq.

MAY 14 1996

BSB

ARTICLES OF INCORPORATION

OF

MEGA STOCK, INC.,

FILED
26 MAY -8 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES I - NAME

The name of the Corporation is Mega Stock, Inc..

ARTICLES II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes are paid; otherwise, it shall be the date when the Articles of Incorporation are filed with the Secretary of State and Approved. This Corporation shall have perpetual existence.

ARTICLE XII - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Five thousand shares of \$10.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new 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 of the stock of this Corporation (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 300 Southwest Seventh Avenue, Ft. Lauderdale, Florida, 33312, and the name of the initial Registered Agent is Robert Pascal.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of one Director. The number of Directors may be either be decreased or increased from time to time by the By-Laws, but never shall be less than One. The names and addresses of the initial Board of Directors of this Corporation are:

Peter Jestyrev, c/o Robert A. Pascal, 300 Southwest Seventh Avenue, Ft. Lauderdale, Florida 33312.

ARTICLE VIII - CORPORATE ADDRESS

The initial address of this Corporation shall be 300 Southwest Seventh Avenue, Ft. Lauderdale, Florida. 33312.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Peter Jestyrev, c/o Robert A. Pascal, 300 Southwest Seventh Avenue, Ft. Lauderdale, Florida 33312

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th Day of April, 1996.


INCORPORATOR

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 Peter Jestyrev, who is personally known to me or has produced _____ as identification designating the

person who has executed the foregoing Articles of Incorporation.
IN WITNESS WHEREOF, I have hereunto set my hand and
official seal in the state and county aforesaid this 21st day of
April, 1996.

My Commission expires:

Grace L. Lopez
Notary Public
State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
Mogastock, Inc., as designated in the Articles of Incorporation, I,
Robert A. Pascal, agree to act in this capacity, and agree to
comply with the provisions of Section 48.091 relative to keeping
open such office.

Date: 4-10-96

BY:

Robert A. Pascal

STATE OF FLORIDA:

SS:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take
acknowledgments in the State of Florida and county set forth above,
personally appeared Robert Pascal, who is personally known to me or
has produced _____ as identification designating the
person who accepted this designation as registered Agent of the
aforesaid Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal in the State and County aforesaid, this 21st day
of April, 1996.

My Commission Expires:

Grace L. Lopez
Notary Public
State of Florida

