

P96000096109
TRANSMITTAL LETTER

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

200002002102--6
-11/13/96--01019--019
****131.25 ****131.25

Business

SUBJECT: MEGA ENTERPRISES INC.
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: JORGE LEYVA

9538 WYOMING COURT

BOCA RATON, FLORIDA 33434

(954) 349-3467

Daytime Telephone number

STATE
TALLAHASSEE, FLORIDA

NOV 26 AM 9:06

FILED

W96-24213

SN NOV 26 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 15, 1996

JORGE LEYVA
9538 WYOMING CT.
BOCA RATON, FL 33434

SUBJECT: MEGA ENTERPRISES INC.
Ref. Number: W96000024213

We have received your document for MEGA ENTERPRISES INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 696A00052160

FLORIDA DEPARTMENT OF REVENUE

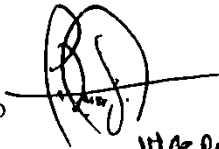
SUBJECT: MEGA ENTERPRISES INC.

Ref: Number W96000024213

Gentleman : We have changed the name of the Above Corporation to MEGA BUSINESS CORP.
Enclose please find revised pages.

Sincerely

Edwin Soto



Vice President. 11-21-96

CERTIFICATE OF INCORPORATION
OF
MEGA BUSINESS CORP.

FILED
96 NOV 26 AM 9:06
SEC. OF STATE
TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is MEGA BUSINESS CORP..

2. Principal Office and Registered Agent.

Its registered office in the State of FLORIDA is 833 SAVANNAH FALLS DR., in the City of WESTON 33327, County of BROWARD. The name of its registered agent at such address is JOSE N. CORREA.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of FLORIDA.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 1000, all of which are to be common stock with Par value of one dollar (1.00) per share.

5. Incorporator.

The name and mailing address of the incorporator is: JORGE LEYVA & EDWIN A SOTO, 9538 WYOMING COURT, BOCA RATON, FL 33434.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of FLORIDA, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of FLORIDA at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any

officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of FLORIDA, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 20 day of November, 1996.

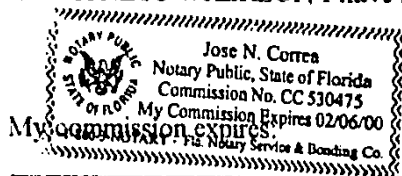
Jorge Leyva PRESIDENT
JORGE LEYVA
Edwin A Soto Vice President.
EDWIN A SOTO

State of Florida)

County of Broward) ss 592-18-7518
) ss 589-33-0942

BE IT REMEMBERED that on this Nov. 06 - 1996 personally came before me, a Notary Public for the State of Florida, JORGE LEYVA & EDWIN A SOTO, to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Jose N. Correa
Notary Public

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MEGA BUSINESS CORP.

2. The name and address of the registered agent and office is:

JOSE N. CORREA

833 SAVANNAH FALLS DR

WESTON, FLORIDA 33327

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

11-20-96
(DATE)

FILED
96 NOV 26 AM 9:06
TALLAHASSEE, FLORIDA