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J. DAVID HAYNES

Law Office
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Sugar Creek Professional Center
10225 Umerton Rd., Bldg. 11
Largo, FL 34841
(813) 584-6100
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June 18, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

Re: *Products*
MEGA-TOOLS, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for MEGA TOOLS, INC.

Also enclosed please find a check in the amount of \$122.50 for the filing fee and certified copy of same.

Please file the Articles and return a certified copy to me.

Thank you for your attention to this matter.

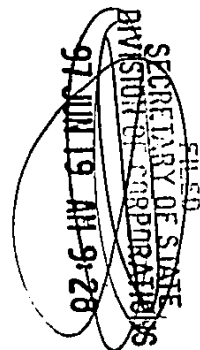
Best regards,



J. David Haynes

JDH/mav

Enclosures



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 PM 2:37

6-17-97
16-54
11/13/98

J. DAVID HAYNES

*Law Office
Attorney and Counselor at Law*

Sugar Creek Professional Center
10225 Ulmerton Rd., Bldg. 11
Largo, FL 34641
(813) 584-8100
Telecopier (813) 585-4209

June 19, 1997

Wanda Sampson
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: ^{Products}MEGA-TOOLS, INC.
Articles of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 PM 2:37

Dear Ms. Sampson:

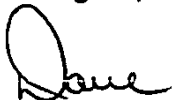
In response to a phone conversation with your office this date, please be advised that we are enclosing replacement Articles of Incorporation under the name MEGA PRODUCTS, INC. to be used in place of MEGA TOOLS, INC. which were rejected because of name availability.

Please replace the former Articles titled MEGA TOOLS, INC. with the new revised Articles titled MEGA PRODUCTS, INC. and make the effective date of incorporation JUNE 19, 1997.

I have been informed that you are holding our check for payment in filing the new revised Articles.

Thank you for your attention to this matter.

Best regards,



J. David Haynes

JDH/mav

Enclosures

cc: Mega Power, Inc.

**ARTICLES OF INCORPORATION
OF
MEGA PRODUCTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 PM 2:37

Article I

The name of the corporation is **MEGA PRODUCTS, INC.**

Article II

Corporate existence is deemed to have an effective date of incorporation of June 19, 1997.

Article III

The corporation shall have perpetual existence.

Article IV

Purpose. This corporation is organized for the purpose of transacting any and all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the corporation is:

330 Scarlet Boulevard
Oldsmar, FL 34677.

Article V

Capital Stock

The amount of capital stock authorized shall consist of One Thousand (1,000) shares of the common voting stock having No par value, payable in lawful money of the United States of America or in property, or at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article VI

Incorporator

The name and street address of the Incorporator is:

J. David Haynes
10225 Ulmerton Road, #11-B
Largo, FL 33771-3538.

Article VII

Section 1. This corporation initially shall have two (2) directors. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the

Corporation.

Section 2. The name and street address of the first members of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until his or her successor is elected and qualified are:

Olen C. Esterline, Jr.
3011 Key Harbor Drive
Safety Harbor, FL 34695.

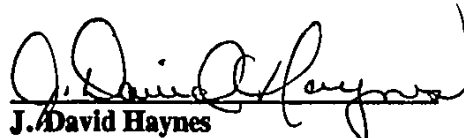
John Scott
213 College Street South
Keller, TX 76248.

Article VIII

The initial Registered Agent of the corporation shall be:

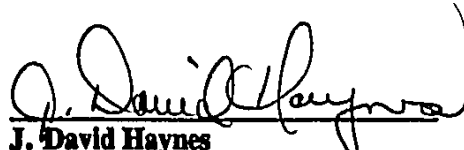
J. David Haynes
10225 Ulmerton Road, #11-B
Largo, FL 33771-3538.

IN WITNESS WHEREOF, the above-named Incorporator has subscribed his name this
19 day of June, 1997.


J. David Haynes

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all matters.


J. David Haynes
Registered Agent

Date: June 19, 1997