



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT 87 SEP - 8 7 100000032

REFERENCE: 522346 8903A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : September 8, 1997

ORDER TIME : 4:39 PM

ORDER NO. : 522346-005

CUSTOMER NO: 8903A

100002287971--1

CUSTOMER: Mr. Edward P. Kreiling
ROSEN ROSEN & KREILING, P.A.

Suite 725 South
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: MEGA BRANDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

FILED
97 SEP - 9 AM 11:26
TALLAHASSEE, FLORIDA

SN SEP - 9 1997

ARTICLES OF INCORPORATION
OF
MEGA BRANDS, INC.

FILED
97 SEP -9 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEGA BRANDS, INC.

The address of the principal office of this corporation shall be 7986 N.W. 67 Street, Miami, Florida 33166, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200,000 shares of common stock having \$0.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1625 N. Commerce Parkway, Suite 225, Weston,

Florida 33326, and the name of the initial registered agent of the corporation at that address is Edward Paul Kreiling.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The names and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Albert Oses
President/Director

1345 West Avenue
Miami, Fla. 33129

Cecelle M. Young
Secretary/Treasurer/Director

630 Sunset Circle
Key Biscayne, Fla. 33149

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:


Edward Paul Kreiling
1625 N. Commerce Parkway, Suite 225
Weston, Florida 33326

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal on Sept. 3, 1997.



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Edward Paul Kreiling, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



FILED
97 SEP -9 AM 11:26
STATE
TALLAHASSEE, FLORIDA