

LAW OFFICE OF CLARA G. MARTINEZ

P98000081715

September 4, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:48

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

900002643969--6
-09/18/98--01097--006
*****70.00 *****70.00

SUBJECT: MEG BAGS CORP

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

(X) \$70.00

FROM: MEG BAGS CORP

444 BRICKELL AVENUE SUITE 51-157

MIAMI, FLORIDA 33131

Phone: (305) 476-8140

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

Sincerely,

Clara G. Martinez

Clara G. Martinez
Attorney At Law

444 BRICKELL AVENUE SUITE 51-480 • MIAMI, FLORIDA • 33131
PHONE: (305) 225-0603 • FAX: (305) 371-4505

D. BROWN SEP 21 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:48

ARTICLES OF INCORPORATION

OF

MEG BAGS CORP.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is: **MEG BAGS CORP.**

ARTICLE II

DURATION

The period of duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the Laws of the United States, the State of Florida, and any state or countries.

ARTICLE IV

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES @ 1.00 EA.

51 % Maria Cecilia Garcia De Minones

49 % Jorge Osvaldo Minones

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office are as follows:

Glenn Minones 444 Brickell Avenue Suite 51-157 Miami, Florida 33131.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

1. Jorge Osvaldo Minones Sahores, 2896-Vicente Lopez Buenos Aires, Argentina.
2. Maria Cecilia Garcia De Minones, 2896 Vicente Lopez Buenos Aires, Argentina.

ARTICLE VII

INCORPORATOR (S)

The name(s) and addresses (es) of the incorporator is:

1. Jorge Osvaldo Minones Sahores, 2896-Vicente Lopez Buenos Aires, Argentina.
2. Maria Cecilia Garcia De Minones, 2896 Vicente Lopez Buenos Aires, Argentina.
3. Glenn Minones 444 Brickell Avenue Suite 51-157 Miami, Florida 33131.

ARTICLE VIII

BY-LAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XI

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix compensation unless otherwise provided in Articles of Incorporation or bylaws. (FS Section 607.111).

ARTICLE XIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt notice from the corporation.

ARTICLE XIV

DIRECTOR CONFLICT OF INTEREST

- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.
- (1) If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- (3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee, which approves such contract or transaction.

ARTICLE XV

MEETING BY CONFERENCE TELEPHONE

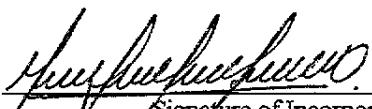
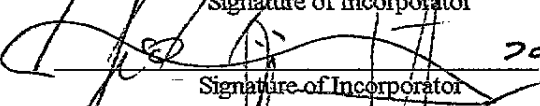
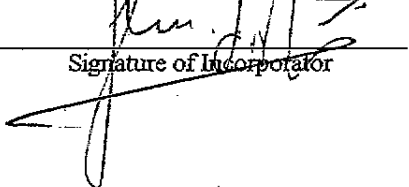
Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVI

PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business is: 444 Brickell Avenue Suite 51-157 Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 26 day of August, 1998.

	MARIA CECILIA GARCIA DE MINORS
Signature of Incorporator	
	OSVALDO MINONES
Signature of Incorporator	
	GLENN L. MINONES
Signature of Incorporator	

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:48

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: MEG BAGS CORP.

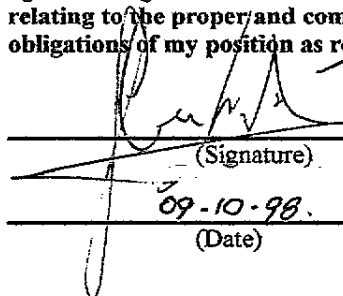
2. The name and address of the registered agent and office is:

GLEN MINONES
(Name)

444 BRICKELL AVENUE MIAMI FLORIDA SUITE 51-157
(Address)

Miami, Florida 33131
(City/State/Zip)

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)
09-10-98.

(Date)