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TRANSMITTAL LETTER

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

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-01/04/99--01034--009
*****70.00 *****70.00

SUBJECT: MEGA INTERNATIONAL TRADING COMPANY
(Proposed corporate name - must include suffix)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: OSAMA KAYALI
Name (Printed or typed)

8034 DEERWOOD CIRCLE
Address

TAMPA, FL 33610
City, State & Zip

(813) 387-1117
Daytime Telephone number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:05

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
MEGA INTERNATIONAL TRADING COMPANY**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MEGA INTERNATIONAL TRADING COMPANY** hereinafter referred to as the "Corporation."

ARTICLE 2 - PURPOSE OF CORPORATION

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the United State and of the State of Florida, as they may be amended from time to time.

ARTICLE 3 - PRINCIPAL OFFICE

The principal office of the Corporation is **8034 Deerwood Circle, Tampa, Florida 33610**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida.

ARTICLE 4 - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE 5 - INITIAL BUSINESS

The initial business of the Corporation shall be: **Export of machinery and equipment**

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ARTICLE 6 - INCORPORATORS

The name and mailing addresses of the incorporator is:

<u>Incorporator's Name</u>	<u>Incorporator Address</u>
Osama Kayali	8034 Deerwood Circle Tampa, Florida 33617

ARTICLE 7 - OFFICERS

The officers of the corporation shall be:

President:	Osama Kayali
Vice President:	Osama Kayali
Secretary:	Osama Kayali
Treasurer:	Osama Kayali

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 8 - DIRECTORS

The number of directors constituting the Board of Directors of the Corporation is **ONE (1)**: The Director of the Corporation Shall be:

Osama Kayali

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 9 - CORPORATE CAPITALIZATION

9.1 The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is **ONE HUNDRED THOUSAND (100,000)** shares, each share to have a par value of **ONE DOLLAR (\$1.00)**.

9.2 No holder of shares Of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

9.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of this stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

9.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 10 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 12 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 13 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation

shall be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 14 - NO PERSONAL Liability

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

ARTICLE 15 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Osama Kayali, located at 8034 Deerwood Circle, Tampa, Florida 33610. The name and address of the registered agent of this Corporation is Osama Kayali, 8034 Deerwood Circle, Tampa, Florida 33610.

ARTICLE 16 - BY LAWS

The Board of Director(s) of the Corporation shall have power, without the assent of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 17- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 18- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the


State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 19 - FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, on this 30 day of

December, 1998.



Osama Kayali, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named a 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 obligation of my position as registered agent.



Osama Kayali

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