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P99 000005377
January 11, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400002741304--2
-01/14/99--01042--012
*****78.75 *****78.75

Re: Megill Properties, Inc.

Dear Ladies and Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for Megill Properties, Inc. together with our check in the amount of \$78.75 for the filing fee. Please return a certified copy to me as soon as possible. Thank you for your assistance.

Sincerely,

RYAN AND MARKS


Jeffrey B. Marks

JBM/sds
Enclosures

FILED
99 JAN 14 PM 4:05
TALLAHASSEE, FLORIDA

SD
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ARTICLES OF INCORPORATION
OF
MEGILL PROPERTIES, INC.
A FLORIDA CORPORATION FOR PROFIT

FILED
99 JAN 14 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE: These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607.

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ARTICLE I
NAME

The name of this corporation shall be Megill Properties Inc., a Florida corporation for profit.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business or mailing address of this corporation shall be 12744 Cormorant Cove Lane, Jacksonville, Florida 32223.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 200 shares of common, voting stock at \$1.00 par value.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this corporation begins as of the time that these Articles are accepted for filing by the Florida Department of State. This corporation is to exist perpetually.

**ARTICLE V
OFFICERS AND DIRECTORS**

The Board of Directors of this corporation must consist of one or more individuals. The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

POSITIONS HELD

NAME AND ADDRESS

President and Director

Audrey Passen
12744 Cormorant Cove Lane
Jacksonville, Florida 32223

Vice President and Director

Albert Abadi
2933 Cote Ste. Catherine Road
Montreal, Quebec
Canada H3T1C2

Vice President and Director

Nicholas F. Simonis
12744 Cormorant Cove Lane
Jacksonville, Florida 32223

Secretary and Director

Arlette Abadi
2933 Cote Ste. Catherine Road
Montreal, Quebec
Canada H3T1C2

ARTICLE VI INCORPORATOR

The names and street addresses of the incorporators to these Articles of Incorporation are:

Audrey Passen
12744 Cormorant Cove Lane
Jacksonville, Florida 32223

Albert Abadi
2933 Cote Ste. Catherine Road
Montreal, Quebec
Canada H3T1C2

Arlette Abadi
2933 Cote Ste. Catherine Road
Montreal, Quebec
Canada H3T1C2

ARTICLE VII DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent and registered office for this corporation are:

Audrey Passen
12744 Cormorant Cove Lane
Jacksonville, Florida 32223

ARTICLE VIII NOTICES

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

ARTICLE IX BY-LAWS

At the organizational meeting of this corporation, the incorporators (or their successors or assigns) shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

ARTICLE X PURPOSE AND POWERS OF THIS CORPORATION

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

ARTICLE XI PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII AMENDMENTS

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.

**ARTICLE XIII
TAXATION**

This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.

**ARTICLE XIV
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.


The undersigned incorporator has executed these Articles of Incorporation this 11th day of January, 1999.



Audrey Passen



Albert Abadi



Arlette Abadi

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Audrey Passen, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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 my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Audrey Passen

Date: January 11, 1999

FILED
99 JAN 14 PM 4:35
CLERK OF STATE
TALLAHASSEE, FLORIDA