

P990000006284

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

MEGAKING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

1-22-99
WS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 1999

EMPIRE

SUBJECT: MEGAKING, INC.
REF: W99000001499

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

IN ARTICLE V, IF THE REGISTERED AGENT IS AT THE PRINCIPAL OFFICE LOCATION, THEN PLEASE SO STATE SO THAT WE HAVE A REGISTERED OFFICE ON FILE. ON THE CERTIFICATE, WE NEED TO HAVE THE CORPORATE NAME AS WELL AS THE REGISTERED AGENT'S NAME AND ADDRESS TO MAKE THAT SECOND PARAGRAPH READ CORRECTLY.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H99000001616
Letter Number: 699A00002743

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ARTICLES OF INCORPORATION
OF
MEGAKING, INC.

ARTICLE I - NAME

The name of the corporation is MEGAKING, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
500	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

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

PREPARED BY: CARL A. SCHMITT, ESQ.; Fla. Bar No. 171340; 1666 Kennedy Causeway, Suite 705, North Bay Village, FL 33141; Phone: (305) 868-4711.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 12000 BISCAYNE BOULEVARD, SUITE 204, MIAMI, FLORIDA 33181, and the name of the initial registered agent at said address is RICHARD GOODMAN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GOODMAN	12000 BISCAYNE BOULEVARD SUITE 204, MIAMI, FLORIDA 33181

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GOODMAN	12000 BISCAYNE BOULEVARD, SUITE 204 MIAMI, FLORIDA 33181

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of the Shareholders.

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 19th day of January, 1999.


SUBSCRIBER, RICHARD GOODMAN

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 
RICHARD GOODMAN

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