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TRANSMITTAL LETTER

99 FEB 16=PM 1:51

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

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SUBJECT: MEGA MAT WORLDWIDE, INC.

(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

& Cerhficate

≥\$122.50

\$131.25

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: KATHLEEN DALY WINSCHEL

Name (Printed or typed)

500 NORTH BROADWAY, SUITE 2000

Address

ST. LOUIS, MISSOURI 63102

City, State & Zip

(314) 444-7600

Daytime Telephone number

P Hell

FEB 17 1999.

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

LEWIS, RICE & FINGERSH, L.C.

ATTORNEYS AT LAW

KATHLEEN DALY WINSCHEL LEGAL ASSISTANT 500 N. BROADWAY, SUITE 2000 ST. LOUIS, MISSOURI 63102-2147 KWINSCHEL@LEWISRICE.COM

TEL (314) 444-7600 FAX (314) 241-6056

February 9, 1999

Department Of State Division of Corporations 409 E. Gains Street Tallahassee, Florida 32399

Re: Mega Mat Worldwide, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation, in duplicate, for the above referenced corporation, which have been signed by the Incorporator and the Registered Agent. In addition, I am enclosing our client's check for \$122.50, representing the required \$70.00 filing fee and \$52.50 certified fee.

Please process the same, and return the filed documents to the undersigned in the enclosed, return federal express package. If you have any questions or require anything additional, please feel free to contact me.

Very truly yours,

Kathleen Daly Winschel

Legal Assistant

kdw Enclosures

ARTICLES OF INCORPORATION	FILED
ARTICLES OF INCORPORATION The undersigned incorporator, for the purpose of forming a corporation under the Florid Business Corporation Act, hereby adopts the following Articles of Incorporation.	ECRETARY OF STATE ECRETARY OF STATE ALLAWASSEE, FLORIDA
ARTICLE I NAME The name of the corporation shall be:	
MEGA MAT WORLDWIDE, INC.	
ARTICLE II PRINCIPAL OFFICE The principal place of business and mailing address of this corporation shall be:	-
13876 SOUTHWEST 56TH STREET, SUITE 103 MIAMI, FLORIDA 33175	== : === ===
ARTICLE III SHARES The number of shares of stock that this corporation is authorized to have outstanding	$ng \overline{at}$ any one time is:
30,000 COMMON VOTING STOCK/\$1.00 PAR VALUE	<u>-</u>
ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS The name and Florida street address of the initial registered agent are: THOMAS E. WILLIAMS 170 KEY PALM ROAD BOCA RATON, FLORIDA 33432	
ARTICLE V INCORPORATOR The name and address of the incomment of the Article V.	
The name and address of the incorporator to these Articles of Incorporation are: THOMAS E. WILLIAMS 170 KEY PALM ROAD BOCA RATON, FLORIDA 33432	
Momas E. William FEBRUARY 10, 1999	
Signature/incorporator	Date

(An additional article must be added if an effective date is requested.)

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

/ howa 52/lliam FEBRUARY 10, 1999 __ Signature/Registered Agent Date