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WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 FAX (407) 298-3849

FILED
99 MAY 20 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 17, 1999

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: MEGA-REP INC.

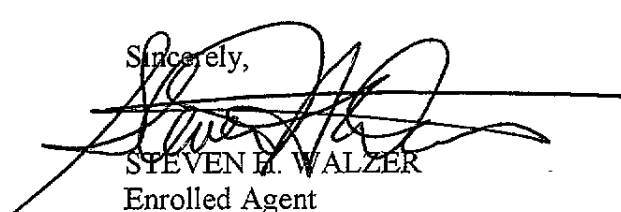
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-05/20/99--01012--021
****122.50 ****78.75

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/jks
Enclosures

5-24
WS

ARTICLES OF INCORPORATION

OF

MEGA-REP INC.

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ARTICLE I - NAME

The name of this Corporation is MEGA-REP INC., the address is 111 Granada Court, Orlando, Florida 32803.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 17th day of May, 1999 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock that shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 111 Granada Court, Orlando, Florida 32803, and the name of the initial registered agent of this Corporation at that address is SCOT SMOTHERMAN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than four (4). The names and addresses of the initial directors of this Corporation are:

SCOT SMOTHERMAN
President, Director
615 Cherokee Circle
Orlando, Florida 32801

SCOTT M. INGERTO
Treasurer, Director
7 Saranac Road
Sea Ranch Lakes, Florida 33308

JAMES J. WILSON
Secretary, Director
164 S. Tessier Drive
St. Pete Beach, Florida 33706

JOHN GUTIERREZ
Director
5767 SW. 89th Lane
Cooper City, Florida 33328

The names and addresses of the persons signing these Articles is:

SCOT SMOTHERMAN
President, Director
615 Cherokee Circle
Orlando, Florida 32801

SCOTT M. INGERTO
Treasurer, Director
7 Saranac Road
Sea Ranch Lakes, Florida 33308

JAMES J. WILSON
Secretary, Director
164 S. Tessier Drive
St. Pete Beach, Florida 33706

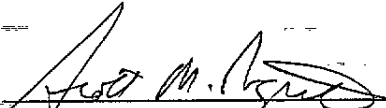
JOHN GUTIERREZ
Director
5767 SW. 89th Lane
Cooper City, Florida 33328

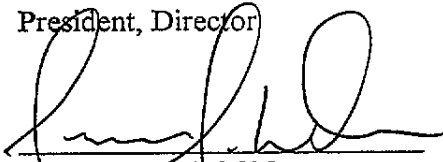
ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation on this 17th day of May, 1999.


SCOT SMOTHERMAN
President, Director


SCOTT M. INGERTO
Treasurer, Director


JAMES J. WILSON
Secretary, Director


JOHN GUTIERREZ
Director

ACKNOWLEDGMENT

STATE OF FLORIDA


COUNTY OF ORANGE

I HEREBY CERTIFY that on this 17th day of May, 1999, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, SCOT SMOTHERMAN, well known and known to be the person who executed the foregoing Articles of Incorporation, MEGA-REP INC., and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 17th day of May, 1999.



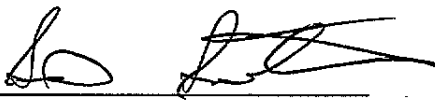
STEVEN H. WALZER
My Commission CC555980
Expires Jul. 12, 2000


NOTARY PUBLIC-STATE OF FLORIDA


CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In Compliance with Section 48.091 of the Florida Statutes, the following is
submitted:


First that MEGA-REP INC. desiring to organize or qualify under the laws of the State of
Florida, its principal place of business in the City of Orlando, Florida has named
SCOT SMOTHERMAN, 111 Granada Court, Orlando, Florida 32803 as its agent to
accept service process within Florida.


SCOT SMOTHERMAN
President, Director

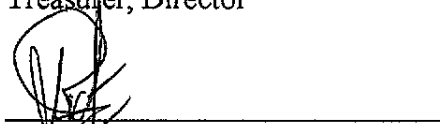
5/17/99
Date


JAMES J. WILSON
Secretary, Director

5/12/99
Date


SCOTT M. INGERTO
Treasurer, Director

5/17/99
Date


JOHN GUTIERREZ
Director

5/17/99
Date

ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, I 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.


SCOT SMOTHERMAN
President, Director

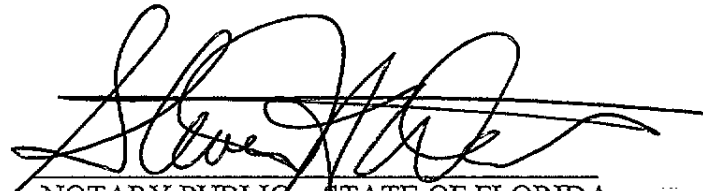
5/17/99
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 17th day of May, 1999, in said County and State.


NOTARY PUBLIC – STATE OF FLORIDA



STEVEN H WALZER
My Commission CC555960
Expires Jul. 12, 2000