

(SAMPLE LETTER OF TRANSMITTAL)

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

DATE: AUGUST 1, 1999

500002953055--2
-08/06/99--01081--001
-*****78.75 *****78.75

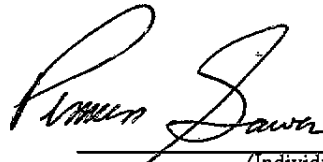
Re: MEGACOMP TECHNOLOGIES INC., Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fees for Registered Agent Designation for the above named corporation.

Very truly yours.


(PERVEEN SAWANI)
(Individual's Name)

FILED
99 AUG -6 AM 8:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MEGACOMP TECHNOLOGIES INC.
(Name of Corporation)



MAILING ADDRESS OF CORPORATION

261 N.E. 1ST. STREET, 2ND. FLOOR

MIAMI FLA. 33132

PHONE

(305) 372-0648

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

of

MEGACOMP TECHNOLOGIES INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MEGACOMP TECHNOLOGIES INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

| | | | |
|----------------|----------------------------------|-------------|-----------|
| STREET ADDRESS | MEGACOMP TECHNOLOGIES INC. | | |
| | 261 N.E. 1ST. STREET, 2ND. FLOOR | | |
| CITY | MIAMI | FLORIDA FLA | ZIP 33132 |

Mailing address, if different

| | | | |
|----------------|---------|-----|--|
| STREET ADDRESS | | | |
| | | | |
| CITY | FLORIDA | ZIP | |

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

| | | | |
|---------|----------------------------------|--------------|-----------|
| NAME | PERVEEN SAWANI | | |
| ADDRESS | 261 N.E. 1ST. STREET, 2ND. FLOOR | | |
| CITY | MIAMI | FLORIDA FLA. | ZIP 33132 |

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TALLAHASSEE FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

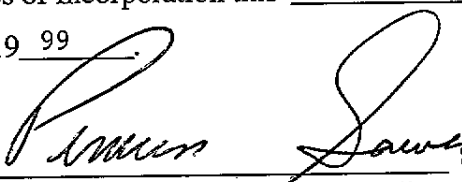
| | | | |
|---------|----------------------------------|-------|----------------|
| NAME | SHAH BEGUM JAMAL | | |
| ADDRESS | 261 N.E. 1ST. STREET, 2ND. FLOOR | | |
| CITY | MIAMI | STATE | FLA. ZIP 33132 |
| NAME | PERVEEN SAWANI | | |
| ADDRESS | 261 N.E. 1ST. STREET, 2ND. FLOOR | | |
| CITY | MIAMI | STATE | FLA. ZIP 33132 |
| NAME | ZOHRA CHAGANY | | |
| ADDRESS | 261 N.E. 1ST. STREET, 2ND. FLOOR | | |
| CITY | MIAMI | STATE | FLA. ZIP 33132 |

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|---------|----------------------------------|-------|----------------|
| NAME | PERVEEN SAWANI | | |
| ADDRESS | 261 N.E. 1ST. STREET, 2ND. FLOOR | | |
| CITY | MIAMI | STATE | FLA. ZIP 33132 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

The undersigned incorporator(s) have executed these Articles of Incorporation this 3RD.
day of AUGUST, 19 99



PERVEEN SAWANI (Signature)

(Signature)

(Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

MEGACOMP TECHNOLOGIES INC.

(name of corporation)

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99 AUG - 6 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

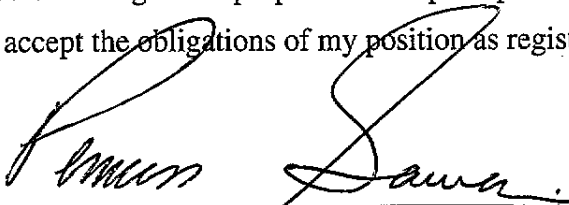
at 261 N.E. 1ST. STREET, 2ND. FLOOR

MIAMI FLA. 33132

has named PERVEEN SAWANI

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.


(Signature)

AUGUST 3, 1999

(Date)