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THE SOTO LAW GROUP, P.A.

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October 12, 1999

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Incorporation

To whom it may concern,

Enclosed please find a check in the amount of \$78.75 representing the filing fee for the enclosed Articles of Incorporation.

If you have any questions, please let me know.

Respectfully yours,

Oscar E. Soto  
For the firm

OES/yr

FILED  
99 OCT 18 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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D. BROWN OCT 20 1999

ARTICLES OF INCORPORATION  
OF  
**Mecaa World International, Inc.**

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99 OCT 18 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **Mecaa World International, Inc.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 4 directors whose name and addresses are as follows:

**President:**

Jesus Rosas  
2800 West Cypress Creek Road  
Fort Lauderdale, Florida 33068

**Vice President:**

Wilfredo Perez Ramos  
2800 West Cypress Creek Road  
Fort Lauderdale, Florida 33068

**Secretary:**

Joe Jameson  
2800 West Cypress Creek Road  
Fort Lauderdale, Florida 33068

**Treasurer:**

Hector Fernandez  
2800 West Cypress Creek Road  
Fort Lauderdale, Florida 33068

## ARTICLE X

The initial registered agent of the corporation is Oscar E. Soto, Esquire. The street address of the corporation's initial registered office is THE SOTO LAW GROUP P.A., 915 Middle River Drive Suite 207, Fort Lauderdale, Florida 33304.

## ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

2800 West Cypress Creek Road  
Fort Lauderdale, Florida 33068

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Jesus Rosas  
2800 West Cypress Creek Road  
Fort Lauderdale, Florida 33068

The undersigned incorporator has executed these Articles of Incorporation this 13 day  
of October, 1999.

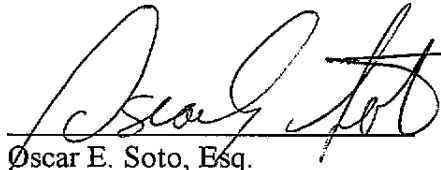
Jesus Rosas  
Jesus Rosas, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
**Mecaa World International, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: October 13, 1999



Oscar E. Soto, Esq.  
Signature of Registered Agent