



P00000060188

ACCOUNT NO. : 072100000032

REFERENCE : 738861 4336650

AUTHORIZATION :

Patricia Pizjuts

COST LIMIT : \$ 78.75

ORDER DATE : June 21, 2000

ORDER TIME : 10:07 AM

000003298920--4

ORDER NO. : 738861-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Michelle E. Smith
BAKER & MCKENZIE
BAKER & MCKENZIE
19th Floor
1200 Brickell Avenue
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 21 PM 1:31

DOMESTIC FILING

NAME: MINDTRAC.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED
00 JUN 21 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6/21/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 21 PM 1:31

ARTICLES OF INCORPORATION

OF

MINDTRAC.COM, INC.

A Florida Corporation

ARTICLE I

NAME

The name of this corporation is MINDTRAC.COM, INC. and its mailing address is 5761 N.W. 112th Avenue, #115, Miami, FL 33178.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock, which shall be designated "common shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the initial registered agent of this Corporation at that address is Corporation Service Company.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. 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 address of the director of this Corporation is: 6 Battery Road, #19-01, Singapore 049909. The name of the director, who resides at that address, is:

Gajendra Singh Sareen

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

This corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

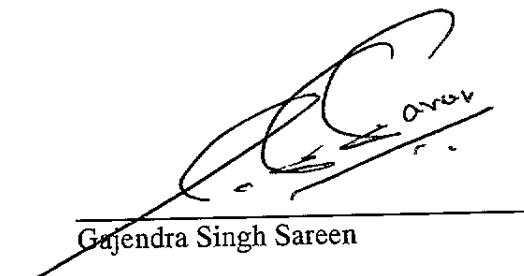
ARTICLE IX

INCORPORATOR

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

Gajendra Singh Sareen
6 Battery Road
#19-01
Singapore 049909

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of June, 2000.



Gajendra Singh Sareen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 21 PM 1:31

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

WITNESSETH

That MINDTRAC.COM, INC. desiring to organize under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 21st day of June, 2000.

By: 

Name:

Title: **BRIAN COURTNEY, ASST. V.P.**

Corporation Service Company