

Division of Corporations

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Florida Department of State
Division of Corporations
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To:
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Fax Number : (850)922-4001

From:
Account Name : RITA SALCINES
Account Number : 075350000406
Phone : (305)443-1872
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FLORIDA PROFIT CORPORATION OR P.A.

PEER AND PEER INTERNATIONAL, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
PEER AND PEER INTERNATIONAL, INC.

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

ARTICLE ONE:

The name of this corporation is: **PEER AND PEER INTERNATIONAL, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is **ONR HUNDRED (100)** shares of common stock, **TEN (\$10.00) DOLLARS** par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

**15041 SW 89 TERRACE ROAD
MIAMI, FLORIDA 33196**

and the name and address of the Registered Agent of this corporation is:

**RAM H. WADHWANI
15041 SW 89 TERRACE ROAD
MIAMI, FLORIDA 33196**

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ARTICLE SIX:

This corporation shall have three (3) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

**RAM H. WADHWANI - PRESIDENT
15041 SW 89 TERRACE ROAD
MIAMI, FLORIDA 33196**

This document prepared by Rita Salcines (305) 443-1872
2827 SW 18 Street, Miami, Florida 33145

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**PRAKASH VALECHHA - VICE PRESIDENT
15041 SW 89 TERRACE ROAD
MIAMI, FLORIDA 33196**

**JAYSHREE R. WADHWANI - SECRETARY/TREASURER
15041 SW 89 TERRACE ROAD
MIAMI, FLORIDA 33196**

ARTICLE SEVEN:

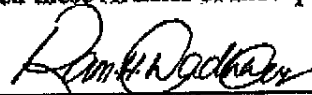
The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

**RAM H. WADHWANI
15041 SW 89 TERRACE ROAD
MIAMI, FLORIDA 33196**

ARTICLE EIGHT:

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of July, 2000.



RAM H. WADHWANI, PRESIDENT

STATE OF FLORIDA)
COUNTY OF DADE)^{ss}

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared RAM H. WADHWANI, known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 19th day of July, 2000.



Notary Public - State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

- 1. The name of the corporation is: **PEER AND PEER INTERNATIONAL, INC.**
- 2. The name and address of the registered agent and office is:

**RAM H. WADHWANI
15041 SW 89 TERRACE ROAD
MIAMI, FLORIDA 33196**

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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: 
RAM H. WADHWANI

Date: **July 19th, 2000**

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