



THE UNITED STATES
CORPORATION
COMPANY

PO0000114349

ACCOUNT NO. : 072100000032

REFERENCE : 931643 80573A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
00 DEC 14 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FL 32399

ORDER DATE : December 14, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 931643-005

CUSTOMER NO: 80573A

CUSTOMER: Edward A. Millis, Esq
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Ormond Beach, FL 32174

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DOMESTIC FILING

NAME: JALARAM ELECTRICAL USA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

FILED
00 DEC 14 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FL 32399

12-14

ARTICLES OF INCORPORATION
OF
JALARAM ELECTRICAL USA INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is JALARAM ELECTRICAL USA INC. The mailing address/principal office of the corporation is: 3257 N.E. Old Jacksonville Road, Ocala, Florida 34479.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purposes

The general purposes for which this corporation is initially organized are as follows: To engage in all aspects and phases of the exportation of electrical goods, to design, manufacture, assemble, sell, install, distribute or otherwise deal in all types of equipment, appliances, products and devices; to own personal property; to own, hold, lease, improve and develop real estate; engage in any type of lawful business; lend or borrow money, and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments, and to secure the same by mortgage or otherwise; to have offices and officers, agents and agencies in the State of Florida or in any other of the states of the United States, or any dependencies of the United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

Article IV - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one hundred thousand (100,000) shares of common voting stock with a par value of ten cents (\$.10) per share. All stock issue shall be fully paid.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3257 N.E. Old Jacksonville Road, Ocala, Florida 34479 and the name of the initial registered agent of this corporation at that address is Manibhai A. Patel, who hereby accepts such designation by his signature hereto.

Article VII - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either

increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Jitendrakumar Bhagwandas Patel	3257 N.E. Old Jacksonville Road Ocala, Florida 34479
Jayesh Kantibhai Patel	3257 N.E. Old Jacksonville Road Ocala, Florida 34479
Narendra Chhotabhai Patel	3257 N.E. Old Jacksonville Road Ocala, Florida 34479

Article VIII - Incorporator

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

<u>Name</u>	<u>Address</u>
Jitendrakumar Bhagwandas Patel	3257 N.E. Old Jacksonville Road Ocala, Florida 34479

Article IX - Indemnification

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


Article X - Amendment

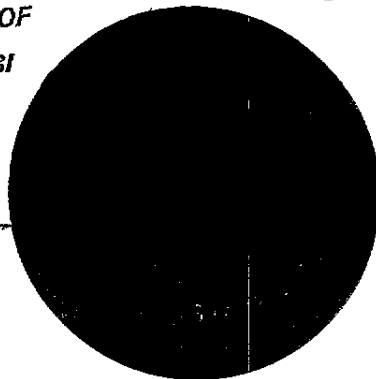
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 4th day of DECEMBER, 2000.



Subscriber

SUBSCRIBED AND SWORN
BEFORE ME THIS 4th DAY OF
December, 2000, AT NAIROBI

NOTARY PUBLIC
VISHNU SHARMA
ADVOCATE

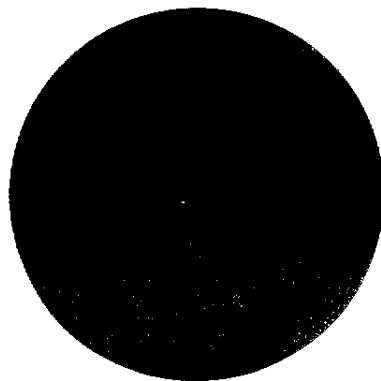


COUNTRY OF KENYA.

STATE OF NAIROBI.

Before me, a notary public authorized to take acknowledgments in the country and state set forth above, personally appeared Jitendrakumar Bhagwandas Patel, who produced I.D. NO 9347969 as identification and who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the country and state aforesaid, this 4th day of DECEMBER, 2000.





Notary Public

VISHNU SHARMA

ADVOCATE

COMMISSIONER FOR OATHS / NOTARY PUBLIC
P. O. BOX 59957 - NAIROBI

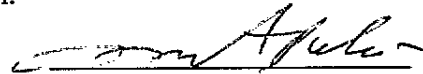
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

JALARAM ELECTRICAL USA INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Ocala, County of Marion, State of Florida, has named Manibhai A. Patel, located at 3257 N.E. Old Jacksonville Road, Ocala, Florida 34479, as its agent to accept service of process within this state.

ACCEPTANCE

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 to comply with the provisions of said Act relative to keeping said office open.



Manibhai A. Patel
Registered Agent

FILED
00 DEC 14 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA