

P018800012596

Date: Monday, January 29, 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314-6327

RE: BIANCA IMPEX INC.

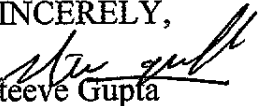
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168.75 **78.75

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE
ARTICLE OF INCORPORATION, TOGETHER WITH MY MONEY ORDER
IN THE AMOUNT OF \$~~122.50~~ 168.75

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY
OF THE ARTICLES OF INCORPORATION AND FEE FOR REGISTERED
AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SINCERELY,


Steve Gupta
1202 North John Young Parkway,
Kissimmee, Florida 34741.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-2-01
WGC

ARTICLES OF INCORPORATION
OF
BIANCA IMPEX, INC.

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- 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 NAME

THE NAME OF THE CORPORATION SHALL BE: BIANCA IMPEX, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE;

1202 North John Young Parkway,
Kissimmee, Florida 34741.

ARTICLE III DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE IV PURPOSE

THIS CORPORATION IS ORGANISED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

ARTICLE V CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORISED TO HAVE OUTSTANDING AT ANY ONE TIME IS: ONE THOUSAND (1000).

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

VISHNU NARAIN MATHUR
1202 NORHT JOHN YOUNG PARKWAY
KISSIMMEE, FLORIDA 34741

ARTICLE VII INITIAL BOARD OF DIRECTORS

THE CORPORATION WILL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAYBE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

STEEVE GUPTA

26, CHELMSFORD COUNTRY CLUB,
OPP. VILLAGE GHITORNI,
MEHRAULI-GURGAON ROAD,
NEW DELHI – 110030
INDIA.

SHYAM GUPTA

26, CHELMSFORD COUNTRY CLUB,
OPP. VILLAGE GHITORNI,
MEHRAULI-GURGAON ROAD,
NEW DELHI – 110030
INDIA.

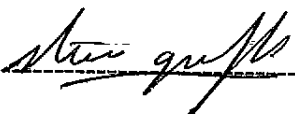
ARTICLE VIII INCORPORATION

THE NAME AND STREET ADDRESS OF THE INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS:

STEEVE GUPTA

26, CHELMSFORD COUNTRY CLUB,
OPP. VILLAGE GHITORNI,
MEHRAULI-GURGAON ROAD,
NEW DELHI – 110030
INDIA.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS Monday, January 29th, 2001.



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PERSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, 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:

BIANCA IMPEX INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

VISHNU NARAIN MATHUR
1202 North John Young Parkway,
Kissimmee, Florida 34741.

HAVING BEING NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATES 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.



VISHNU NARAIN MATHUR Monday, January 29, 2001

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TALLAHASSEE, FLORIDA