

P01000109068

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 NOV 13 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300004676199--6
11/13/01--01035--020
*****78.75 *****78.75

SUBJECT: METRO BUSINESS SOLUTIONS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: SAVITA JOSHI
Name (Printed or typed)

7862, ST. Giles Place # 101
Address

ORLANDO, FL 32835
City, State & Zip

(407) 295-2922
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
METRO BUSINESS SOLUTIONS, INC.

FILED
01 NOV 13 AM 9:25
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, PRINCIPAL PLACE OF BUSINESS AND DURATION

The name of the Corporation is METRO BUSINESS SOLUTIONS, INC. The principal place of business of the Corporation is 7862 SAINT GILES PLACE ORLANDO FL.32835. The duration of the Corporation is perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is 7862 SAINT GILES PLACE in the city of ORLANDO in the County of ORANGE. The name of the registered agent at such address is SAVITA B. JOSHI.

ARTICLE III

CORPORATE PURPOSE, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which Corporation may be organized under the Business Corporation Act of Florida.
2. In furtherance of its corporate purpose, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

CAPITAL STOCK

1. The total number of shares of capital stock, which the Corporation has the authority to issue, is 1000 shares of Common Stock ("Common Stock"), \$ 1.00 par value per share.
2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
 - (b) In the event of voluntary or involuntary liquidation, dissolution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or other entity and receive payment therefore in cash, stock or obligations of such other Corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purpose of this paragraph.
 - (c) Each holder of Common Stock has one vote with respect to each share of common stock held by him or her of record on the books of the Corporation on all matters voted upon by the shareholders.
 - (d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.
 - (e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholders"), does there by consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be

altered, amended restricted, enlarged, or of United States herein after adopted which have reference to or affect corporation, such securities, or such person if any; and that the Corporation, reserves the rights to transact any business of the Corporation, to alter, amend or repeal these articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is **SAVITA B. JOSHI** residing at **7862 SAINT GILES PLACE ORLANDO FL. 32835**. The power of the incorporator shall terminate upon the filling of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

The name and mailing address of the person who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

NAME	ADDRESS
SAMEER JOSHI PRESIDENT/TREASURER	7862 SAINT GILES PLACE ORLANDO FL. 32835
SAVITA JOSHI VICE PRESIDENT/SECRETARY	7862 SAINT GILES PLACE ORLANDO FL. 32835
RITU MODHA VICE PRESIDENT/DIRECTOR	7862 SAINT GILES PLACE ORLANDO FL. 32835

ARTICLE VII

A. Preemptive Rights

After the first one thousand (1000) shares of this corporation are issued, each holder of the original shares issued will, have the first right to purchase additional shares of this Corporation that may be issued from time to time. Each such holder of shares may purchase an amount equal to (1) the total additional shares times (2) the ratio existing between the number of shares he holds at the time of the new issue and the number of shares outstanding. The first right to purchase will be deemed waived by any shareholder who does not exercise it, or who does not pay for the shares preempted, within thirty (30) days of receiving written notice from the Corporation stating the prices and terms of the issue of shares and inviting him to exercise his (or her) preemptive rights.

B. Right of First Refusal (First Purchase Option)

The shareholders granted preemptive rights in the preceding paragraph, will also have a first purchase option regarding the sale of shares by subsequent shareholders. Any shareholder wishing to sell his (or her) capital stock must first issue an offering to one of the shareholders of the first one thousand (1000) shares issued by the corporation. The shareholder desiring to sell all or part of his (or her) capital stock must notify the other shareholders by certified or registered mail, return receipt requested, that has a bona fide offer for the sale of the stock. The notice must state the name and address of the person or entity making the offer, the number of shares to be sold, the, sale price and the terms of the payment. The notice will contain an offer to the other Shareholder to sell the stock for the same price and upon the same terms of payment as those of the bona fide offer. The shareholder to whom the notice is addressed will have the right to accept the offer for a period of sixty (60) days from the date the notice was mailed. The offer may be accepted only by certified or registered mail, return receipt requested, addressed to the shareholder desiring to sell the stock. The acceptance shall be effective upon mailing.

The offering shareholder must offer the shares for sale to the original shareholders proportionately according to their interest in the corporation. Any portion of an offer rejected by one shareholder may be accepted by another original shareholder before it may be sold to the person or entity named in the notice. An original shareholder shall have an additional thirty (30) days to accept an offer rejected by another original shareholder. Acceptance is to be made upon the same terms as stated above.

The offering shareholder may sell his (or her) stock only to the person or entity named in the notice should the shareholder to whom the offer was made fail to accept the offer within sixty (60) days after the notice of the offer was mailed and, if applicable, another shareholder not accept the offer in an additional thirty (30) days. The sale must be made according to the price and terms set forth in the notice. The sale can only be made after all time periods for acceptance by all eligible shareholders have expired. This first-purchase option is binding on all Shareholders and the Corporation, their heirs, legal representatives, successors and assigns.

C. Compensation for Board of Directors and capitalized expenses.

The shareholders, directors, and corporate officers shall not receive any compensation for the first 180 days from the date of recognition of the corporation by the State of Florida. Thereafter shareholders, directors and corporate officers are eligible to receive compensation as designated in the by-laws of the corporation. The corporation shall assume all cost and capitalized expenses that are incurred to conduct and promote the purpose of the corporation.

ARTICLE VIII

AMENDMENTS

This corporation reserves the rights to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: 11/8/01

(SEAL)



SAVITA B. JOSHI
INCORPORATOR/REGISTERED AGENT

