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TRANSMITTAL LETTER

FILED  
02 JUN -7 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

200005725422--7  
-06/07/02--01041--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: DIPTI, 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: BHUNESH GANDHI  
Name (Printed or typed)

12 DAVIS FARM RD.  
Address

CLINTON, CT 06413  
City, State & Zip

(203)-675-3583  
Daytime Telephone number

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

06/10

# ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

## ARTICLE I NAME

The name of the corporation shall be: **DIPTI, INC.**

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## ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: **1060 BONITA DR.  
PENSACOLA, FL 32507**

## ARTICLE III PURPOSE

The purpose for which the corporation is organized is: **SEE ARTICLE 3 ATTACHED  
(3A, 3B and 3C)**

## ARTICLE IV SHARES

The number of shares of stock is: **WITHOUT PAR VALUE STOCKS COMMON 25,000.**

## ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

**PRESIDENT: MANAN GANDHI 1060 BONITA DR. PENSACOLA, FL 32507**  
**SECRETARY/ TREASURER: DIPTI GANDHI 12 DAVIS FARM RD. CLINTON, CT 06413**  
**DIRECTORS: BHUNESH GANDHI 12 DAVIS FARM RD. CLINTON, CT 06413**  
**MANAN GANDHI 1060 BONITA DR. PENSACOLA, FL 32507**  
**DIPTI GANDHI 12 DAVIS FARM RD. CLINTON, CT 06413**

## ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

**ELESH  
MODI  
1060 BONITA DR.  
PENSACOLA, FL 32507**

## ARTICLE VII INCORPORATOR

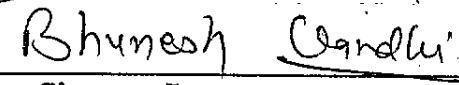
The name and address of the Incorporator is:

**BHUNESH GANDHI  
12 DAVIS FARM RD.  
CLINTON, CT 06413**

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

ARTICLE 3

PURPOSE AND POWERS

Section 2.01

Purposes: The purposes for which the corporation is formed are as follows:

- a) To engage in the business of selling (whole sale and retail) greeting cards, gift items, Jewelry, clothing, news papers and books, audio and video tapes, records and compact discs.
- b) Ancillary purposes: To provide such other services and to do every thing necessary, proper and advisable for the accomplishment of the foregoing purposes as may be appropriate from time to time. To do all other things incidental or ancillary to all of the foregoing that are not forbidden by the law or by these Articles of Organization.

Section 2.02

Powers: The Corporation, subject to any specific written limitations or restrictions imposed by the law or these Articles of Organization, shall have and exercise the following powers:

- a) The power, privileges and all the rights of a business corporation organized under and pursuant to the provisions of chapter 156B of the Massachusetts General Law.
- b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Organization.
- c) To sue and be sued, complain and defend in it's corporate name.
- d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- f) To lend money and use its credits to assist its employees.

3B

- g) To purchase, take, receive, subscribe, for or otherwise acquire, own, hold, vote, use, employ, sell, lend, pledge, or otherwise dispose of and otherwise use and deal in associations, partnerships or individuals.
- h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To conduct its business, carry on its operations and have offices and exercise the powers granted by these articles, within and without this state.
- k) To elect or appoint officers and agents of the corporation, define their duties and fix their corporation.
- l) To make and alter by-laws, not inconsistent with these Articles of Organization or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- m) To pay pensions and establish pension plans, pension trusts, profit sharing plans, restricted stock options and other retirement or incentive plans for any or all of its directors, officers and employees.
- n) To apply for, take out, acquire, own, and hold policies of disabilities insurance, health, liability and accident insurance, life insurance and types or forms of insurance policies and benefit plans upon such terms, for such amounts and with such companies as the corporation may determine.
- o) To carry on, as partner, promoter member, associate, manager or otherwise, in combination with any other person, corporation, firm or association in; any business, which this corporation has the direct or incidental authority to engage it.
- p) To have and exercise all powers necessary or convenient to effect its purposes.
- q) To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

3C

- r) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest contracts, or other obligations created by any foreign or domestic corporations, associations, partnerships, individuals, or other entities.
- s) The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses or the scope of the general powers of the corporation created by them: nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

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