

POS0000076257

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05/11/05--01065---003 \*\*122.50

05/11/05 AM 8:46  
SECURITY OF THE  
FALL ARREST F.1.10000

CBS-26  
WDS-24187

May 4, 2005

Miki Trikha  
2936 North Cypress Point  
Wadsworth, IL 60083

Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sir/Madam

Please find herewith 2 sets of duly executed Articles of Incorporation of Spice Bazaar, Inc. 2936 North Cypress Point, Wadsworth, IL 60083, together a check for \$122.50 towards filing fees.

I trust you will find the above in order.

Sincerely,



Miki Trikha

Encl.  
Original & 1 copy of Articles of Incorporation of Spice Bazaar, Inc.  
Check for \$122.50 payable to Department of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 12, 2005

MIKI TRIKHA  
2936 N CYPRESS PT  
WADSWORTH, IL 60083

SUBJECT: SPICE BAZAAR, INC.  
Ref. Number: W05000024187

We have received your document for SPICE BAZAAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 105A00034294

RECEIVED  
AND  
FILED

05 MAY 25 AM 8:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Spice Bazaar, Inc.

The undersigned natural person, hereby forms a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be Spice Bazaar, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be to do any and all activities or business permitted under the laws of the United States and of this state, as fully and to the same extent as natural persons might or could do also.

A. To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation;

B. To engage generally in real estate acquisition, construction investment and any and all business and matters incidental to or connected with the foregoing in any manner or way whatsoever;

C. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

D. To manufacture, purchase or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description;

E. To purchase, lease and hold real and personal property and any and every estate and interest therein and chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary to incidental or proper to exercise of any and all of the aforesaid purposes of the corporation.

F. To borrow money and to contract debts when necessary for the transaction of its business or for the exercise of its corporation rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bill of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

G. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of or any bonds issued by, or evidences of indebtedness created by any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

H. To purchase, sell and transfer shares of its own capital stock;

I. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;

J. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the state of Florida; and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerated or special powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock with par value of \$10.00 per share.

#### ARTICLE V

The name and street address of office of this corporation's initial registered agent is Mr. Bhupen Vakharia, 7797 North University Dr., Suite 205, Tamarac, FL 33321.

#### ARTICLE VI

There shall be a Board of Directors for this corporation which shall consist of not less than one and not more than nine members, the number of the same to be fixed by the stockholders or by the

corporate by-laws. Each of the said directors shall be of full age. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the state of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VII

The names and addresses of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified are:

Miki Trikha

2936 North Cypress Point  
Wadsworth, IL 60083

Nidhi Trikha

2936 North Cypress Point  
Wadsworth, IL 60083

#### ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Miki Trikha

2936 North Cypress Point  
Wadsworth, IL 60083

THIS IS ALSO THE CORPORATION'S  
PRINCIPLE OFFICE/ ADDRESS.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm as so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of such other corporation or

member of such firm, or who is so interested may be counted in determining the existence of quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm or not so interested.

#### ARTICLE X

A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Laws are amended thereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of two thirds of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for management or conduct of the affairs and business of the corporation provided the same are no inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

#### ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to reservation.

#### ARTICLE XII

Every stockholder, 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XIII

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the remaining shareholders in proportion to their pro-rata ownership of the corporation. In the event of a proposed sale, the price offered to the remaining stockholder shall be the same price and

terms offered to the prospective purchaser. In the event of assignment, pledge, encumbrance or other disposition, the price offered to the remaining stockholder shall be the net asset value thereof. Such offer shall be in writing, signed by stockholder, shall be sent by registered or certified mail to the remaining stockholders, shall remain open for acceptance by remaining stockholders for a period of fifteen days from the date of mailing. If the remaining stockholders fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated therein.

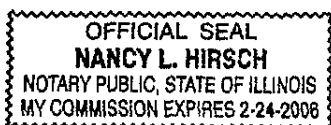
  
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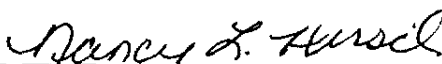
STATE OF

Before me, the undersigned authority, on the 10<sup>th</sup> day of MAY, 2005, personally appeared Miki Trikha, to me well known to be the person described in and who acknowledge to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal and this date aforesaid.

S E A L



  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

2-24-2006



STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service Within This State, Naming Agent Upon Whom Process May Be Served.

In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That Spice Bazaar, Inc. a corporation duly organized and existing under the Laws of the State of Florida, as its agent to accept service of process within this State.

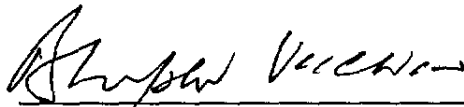
ADDRESS

Mr. Bhupen Vakharia

7797 North University Dr.  
Suite 205  
Tamarac, FL 33321

ACKNOWLEDGEMENT

Having been named to accept service of for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.



Bhupen Vakharia

RECEIVED  
AND  
FILED  
05 MAY 25 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA