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**FLORIDA PROFIT/NON PROFIT CORPORATION
DESAI CAPITAL MANAGEMENT INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESAI CAPITAL MANAGEMENT INCORPORATED

ARTICLES OF INCORPORATION

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

ARTICLE I - NAME:

The name of the corporation (which is hereinafter called the "*Corporation*") shall be:

DESAI CAPITAL MANAGEMENT INCORPORATED

ARTICLE II - PRINCIPAL OFFICE:

The present address of the principal office of the Corporation is 130 Green Turtle Way, Vero Beach, FL 32963.

ARTICLE II - PURPOSE:

The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

(1) To engage in any lawful act or activity which may be carried on by a corporation under the Act ; and

(2) To do and perform all acts necessary or desirable to carry out the foregoing purpose.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the Act.

ARTICLES IV - SHARES:

The total number of shares of stock of all classes which the Corporation has authority to issue is 100 shares of Common Stock of a par value of \$1.00 per share, amounting in the aggregate to a par value of \$100.00.

ARTICLE V - INITIAL DIRECTORS:

The number of directors of the Corporation shall be two (2), which number may be increased, and thereafter decreased, pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the Act. The names and addresses of the directors who will serve until the first annual meeting and until their successors are elected are:

Rohit M. Desai
130 Green Turtle Way
Vero Beach, FL 32963

Katharine B. Desai
130 Green Turtle Way
Vero Beach, FL 32963

ARTICLE VI - REGISTERED AGENT:

The name and Florida street address of the registered agent of the Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VII - ADDITIONAL PROVISIONS:

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

(2) The power to adopt, alter, amend or repeal By-Laws will be vested in the Corporation's Board of Directors.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the applicable laws of the State of Florida now or hereafter in force.

ARTICLE VIII - INCORPORATOR:

The name and address of the Incorporator is Jordan I. Bailowitz, Esq., c/o DLA Piper LLP (US), 6225 Smith Avenue, Baltimore, MD 21209.

IN WITNESS WHEREOF, I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided in s. 817.155, F.S. I have signed these Articles of Incorporation, acknowledging the same to be my act, on January 29, 2015.


Jordan I. Bailowitz, Esq., Incorporator

2/9/2015 15:29:45 From: To: 8506176381

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

CT CORPORATION SYSTEM

DATE: 2/9/2015

By: Connie Buyer

Name:

Title:

Connie Buyer

President Secretary