

P95000016646

ACCOLADES BUSINESS CONSULTANTS, INC.  
7355 SW 96 Street  
Miami, FL 33156  
Tel: 305-665-6805  
Fax: 305-669-8942

January 6, 1995

The Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

900001876989  
-01/12/95--01005--003  
\*\*\*122.50 \*\*\*122.50

Attn: New Filings Section

Re: Articles of Incorporation of T & H Consultants, Inc.

Gentlemen:

Enclosed are following documents:


1. Two original sets of Articles of Incorporation
2. Check in the amount of \$122.50 for filing fees

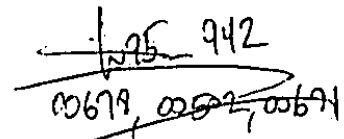
Please register the company and return one original set of certified Articles of Incorporation alongwith the certificate of incorporation to the following address:

Accolades Business Consultants, Inc.  
7355 SW 96 Street  
Miami, FL 33156

If you have any questions, please call the undersigned.

Sincerely

  
Andy Bhansali  
President

  
00679, 0052, 00679

E 13



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 12, 1995

ANDY BHANSALI  
7355 S.W. 96 STREET  
MIAMI, FL 33156

SUBJECT: T & H CONSULTANTS, INC.  
Ref. Number: W9500000942

We have received your document for T & H CONSULTANTS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6927.

Kanut Khosla  
Corporate Specialist

Letter Number: 395A00001541

ARTICLES OF INCORPORATION  
OF  
T & H ASSOCIATES , INC.

FILED  
JAN 11 1963  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

ARTICLE I - NAME

The name of this corporation is T & H ASSOCIATES , INC.  
and the principal office address is: 8284 SW 177 Terrace, Miami,  
FL 33157.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless  
sooner dissolved according to the law.

ARTICLE III - PURPOSE

This corporation is organized to engage in the business  
of providing consulting services in the field of power generation  
equipment overhaul, steam turbine generators, import and export  
of related equipments, in conformity with the existing laws,  
municipal rules and regulations or such as may be hereafter  
enacted; and to engage in any other lawful business from time  
to time.

ARTICLE IV - CAPITAL STOCK

The initial capital of the corporation is One Thousand  
Dollars made up of One Thousand (1,000) shares of common stock  
with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8284 SW 177 Terrace, Miami, FL 33157 and the name of the initial registered agent of this corporation at this address is HOMER BAKER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO directors initially. The number of directors may be either increased or decreased from time to time by the by-laws of the corporation but shall never be less than ONE. The names and addresses of the initial directors of this corporation are:

HOMER BAKER, 8284 SW 177 Terrace, Miami, FL 33157

MARIA BAKER, 8284 SW 177 Terrace, Miami, FL 33157

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these articles is HOMER BAKER, 8284 SW 177 Terrace, Miami, FL 33157.

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of Capital Stock of this corporation shall be issued initially to the following persons and entities in the amount set opposite their names:

|                 |            |
|-----------------|------------|
| HOMER BAKER     | 300 Shares |
| MARIA BAKER     | 300 Shares |
| DANIEL BAKER    | 100 Shares |
| DAVID BAKER     | 100 Shares |
| CHRISTINA BAKER | 100 Shares |
| MARTA BAKER     | 100 Shares |

By agreement, the shares of the stockholders are subject to the stockholders agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers may be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors elected by the shareholders of this corporation in accordance with the bylaws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 6 day of January, 1995.

Homer E Baker  
HOMER BAKER

STATE OF FLORIDA       )

COUNTY OF DADE       )

BEFORE ME, a Notary Public authorized to take  
acknowledgements in the State and County set forth above,  
personally appeared HOMER BAKER and known to me and known by  
me to be the person who executed the foregoing Articles of  
Incorporation, and he acknowledged before me that he executed  
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal, in the State and County aforesaid, this 6<sup>4-61</sup>  
day of January, 1995.

Meenu Bhansali  
Notary Public, State of Florida

My Commission Expires:

MEENU BHANSALI  
Notary Public, State of Florida  
My Commission Expires September 30, 1996  
My Commission No. CC 232606

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING UPON WHOM PROCESS  
MAY BE SERVED.

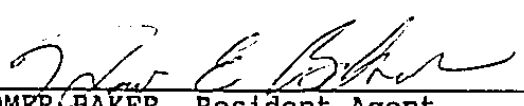
\_\_\_\_\_

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

FIRST, That T & H ASSOCIATES., INC. desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation at Miami, County  
of Dade, State of Florida, has named HOMER BAKER, located at  
8284 SW 177 Terrance, Miami, FL 33157 as its agent to accept  
service of process within this State.

ACKNOWLEDGEMENT:

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

  
HOMER BAKER, Resident Agent

RECEIVED  
JAN 23 1973