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**PATEL MOORE
& O'CONNOR**

A PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

SANDIP I. PATEL
STEVEN W. MOORE
PATRICK M. O'CONNOR*

122 South Howard Avenue
Tampa, Florida 33606
(813) 254-1185
Facsimile (813) 254-0561

REPLY TO: Tampa

* LLM - Taxation

18167 U.S. 19 North
Harbourside Suite 461
Clearwater, Florida 34624
(813) 539-6800
Facsimile (813) 536-5936

March 3, 1995

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

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-03/07/95--01048--007
*****70.00 *****70.00

RE: Incorporation of Shree Holdings, Inc.

To Whom It May Concern:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above named Corporation. We have also enclosed a check in the amount of \$70.00 for (1) the filing fees (\$35.00), and (2) the designation of a Registered Agent (\$35.00)

Please process this at your earliest opportunity and return a copy of the Articles to this office at the following address:

Patel, Moore & O'Connor, P.A.
Attn: Sandip I. Patel, Esquire
122 South Howard Avenue
Tampa, Florida 33606

FILED
95 MAR -6 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

PATEL, MOORE, & O'CONNOR, P.A.

Sandip I. Patel

Sandip I. Patel

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**ARTICLES OF INCORPORATION
OF
SHREE HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, on behalf of an individual competent to form a corporation in the State of Florida and desiring to form a corporation in accordance with the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation, on behalf of said individual, for said Corporation:

ARTICLE I. NAME

The name of the Corporation is SHREE HOLDINGS, INC.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The general purposes for which the Corporation is organized and the nature of its business is as follows:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Florida Statutes, Chapter 607. No other purpose limits this general purpose. The Corporation may purchase and own real and personal property necessary or appropriate for rendering and carrying out its business purpose and may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, all in accordance with the provisions of Florida Statutes as the same may from time to time be amended.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish said purposes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and

have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.10 per share. Such shares shall be of a single class of common stock.

ARTICLE IV. DURATION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida. The Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED AGENT

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

Sandip I. Patel, Esquire
122 South Howard Avenue
Tampa, Florida 33606

The Board of Directors may from time to time change the registered agent.

ARTICLE VI. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is:

200 North Belcher Road
Largo, Florida 34641

The Board of Directors may from time to time change the address of the principal office to another location within the State of Florida.

ARTICLE VII. DIRECTORS

The Corporation shall be managed by a Board of Directors consisting of at least one (1)

Director. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The Directors shall be elected by the shareholders of the Corporation. The name and street address of the people who are to serve as members of the initial Board of Directors is as follows:

	<u>NAME</u>	<u>ADDRESS</u>
(1)	Hasmukh Patel	200 North Belcher Road Largo, Florida 34641
(1)	Mina Patel	200 North Belcher Road Largo, Florida 34641

ARTICLE VIII. INCORPORATOR

The name and address of the sole incorporator of this Corporation is as follows:

	<u>NAME</u>	<u>ADDRESS</u>
(1)	Sandip I. Patel, Esquire	122 South Howard Avenue Tampa, Florida 33606

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including, but not limited to, Florida Statutes Section 607.0850.

ARTICLE X. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to

others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within twenty (20) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XI. SHARE TRANSFER RESTRICTION

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>SHAREHOLDER</u>	<u>NUMBER OF SHARES</u>
Hasmukh Patel	150
Mina Patel	150

Shares held by each and any Shareholder may not be sold or otherwise transferred to

other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders. The Board of Directors shall adopt the initial Bylaws to this Corporation.

ARTICLE XIII. RIGHTS OF INITIAL DIRECTORS

Each of the Initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE XIV. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation or any amendment to them in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the corporation as fully as if each

withstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of is or her shares or any other rights of a dissenting shareholder.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 24th day of February, 1995.

Sandip I. Patel
Sandip I. Patel, Esquire

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, pursuant to Florida Statute 48.091 and Article V and VIII of these Articles of Incorporation, the undersigned Sole Incorporator/Registered Agent does hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and designates his location for service of process as:

Sandip I. Patel, Esquire
122 South Howard Avenue
Tampa, Florida, 33606

The Undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the law of the State of Florida.

By: Sandip I. Patel
Sandip I. Patel, Esquire
Registered Agent

FILED
95 MAR -6 AM 8:07
TALLAHASSEE, FLORIDA