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September 6, 1995

VIA U.S. EXPRESS MAIL

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****122.50 ****122.50

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: New Corporate Filing - Shri, Incorporated

Gentlemen:

I have enclosed one signed original and a xerocopy of both the articles of incorporation and designation and acceptance of resident agent for the new corporation identified above. Please file the articles and designation and have certified copies of the documents returned to me after the filing.

I have enclosed my firm's check in the total amount of \$122.50, drawn payable to the Florida Secretary of State, to cover the cost of the filings and the certified copies.

Please telephone me if there are any additional charges and I will promptly have a check forwarded to you.

Thank you for your service.

Sincerely yours,

ROSS, WILLIAMS & DEAL, P.A.


Gregory R. Deal

GRD/msk
204.1457
Enclosures:
cc: Mr. Mayur B. Patel (w/enc.)

SHARON L. TALA

SEP 13 1995

ARTICLES OF INCORPORATION
OF
SHRI, INCORPORATED

The undersigned, acting as incorporator of Shri, Incorporated under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Shri, Incorporated.

II. COMMENCEMENT OF EXISTENCE

The corporation shall exist commencing upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation are 3029 Duff Road Lakeland, Florida 33809.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of

common stock having no par value per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3029 Duff Road, Lakeland, Florida 33809, and the name of the corporation's initial registered agent at that address is Mayur B. Patel.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Mayur B. Patel	3029 Duff Road, Lakeland, Florida 33809

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

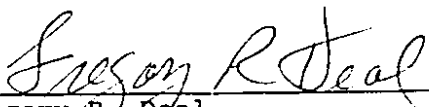
<u>Name</u>	<u>Address</u>
Gregory R. Deal	230 South Florida Avenue Suite 501 Lakeland, Florida 33813

The incorporator of the corporation assigns to this corporation all of his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of September, 1995.




Gregory R. Deal

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STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 6th day of September, 1995, by Gregory R. Deal, who is personally known to me or who has produced N/A as identification, and he did/did not take an oath.


Name: Martha S. Keysaw
Notary Public, State of Florida
at Large

My commission expires: June 21, 1999

(Affix notarial seal)



MARTHA S. KEYSAW
MY COMMISSION # CC475323 EXPIRES
JUNE 21, 1999
BONDED THIRD TROY PAIR INSURANCE, INC.


DESIGNATION OF
REGISTERED OFFICE AND AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Shri, Incorporated desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3029 Duff Road, City of Lakeland, County of Polk, State of Florida, has named Mayur B. Patel located at 3029 Duff Road, City of Lakeland, County of Polk, State of Florida 33809, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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



Mayur B. Patel

Date: September 6, 1995