

Max Rudmann
Lee Sarkin

LAW OFFICE OF
MAX RUDMANN

Boca Corporate Center
Suite 211
2101 N.W. Corporate Boulevard
Boca Raton, Florida 33431

Telephone: (407) 994-6611
Facsimile: (407) 994-0141

P9600000 6750

January 2, 1996

Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32399

400001679814
-01/05/96--01031--016
****122.50 ****122.50

Re: Filing of Articles of Incorporation of:
IMPEX, INC.

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation of IMPEX, INC.;
2. Certificate of Designation of Registered Agent;
4. Draft payable to Division of Corporations For \$122.50 for filing fees for the above-referenced corporation.

Please file same and return Articles of Incorporation to the undersigned in the enclosed self-addressed stamped envelope.

Should you have any questions concerning any matters contained herein, please advise.

Sincerely,


LEE SARKIN, ESQ.
For The Firm

LS:slm
enclosures

F. CHESSE

JAN 23 1996

FILED
96 JAN 19 AM 10:23
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

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January 18, 1996

FREDA CHESSER, CORPORATE SPECIALIST
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: IMPEX, INC.
Ref. No.: W96000000741

Dear FREIDA CHESSER:

Thank you for your letter of January 10, 1996. Enclosed please find Articles of Incorporation for Impex Resources International, Inc. and copy of your letter of January 10, 1996. We have chosen this name since Impex, Inc. was unavailable.

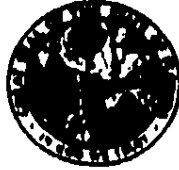
Please file and return the Articles of Incorporation to the undersigned in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



LEE SARKIN
LS/cs
Enc. 2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 10, 1998

LEE SARKIN ESQUIRE
2101 NW CORPORATE BLVD
SUITE 211
BOCA RATON, FL 33431

SUBJECT: IMPEX, INC.
Ref. Number: W9600000741

We have received your document for IMPEX, 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):

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 696A00001206

ARTICLES OF INCORPORATION OF IMPEX RESOURCES INTERNATIONAL, INC.

ARTICLE I - NAME

The name of this corporation is IMPEX RESOURCES INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.05 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT; PLACE OF BUSINESS

The street address of the initial registered office of this corporation is 113 Sea Island Lane, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SURINDER J. SEKHRI.

PLACE OF BUSINESS

Same as Initial registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two Director(s) constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the Initial Board of Directors of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
SURINDER J. Sekhri	113 Sea Island Lane Boca Raton, Florida 33431
Suresh Mukund Kodkani	11 i Buendtenstrasse CH-5417 Untersiggenthal Switzerland

ARTICLES VIII - INCORPORATORS

The name and address of the Incorporators of these articles are:

<u>NAME</u>	<u>ADDRESS</u>
SURINDER J. Sekhri	113 Sea Island Lane Boca Raton, Florida 33431
Suresh Mukund Kodkani	11 i Buendtenstrasse CH-5417 Untersiggenthal Switzerland

ARTICLE IX - INDEMNIFICATION

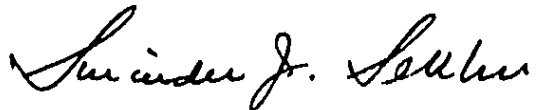
The corporation shall indemnify any officer or director, or

law.

ARTICLE X - AMENDMENT

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


IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation on this 2d day of JANUARY, 1996.


SURINDER J. SEMRI
INCORPORATOR


SURESH MUKUND KODKANI
INCORPORATOR

The Registered Agent states:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


SURINDER J. SEMRI
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **SURINDER J. SEKHRI AND SURESH MUKUND KODKANI**, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they 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 2nd day of January, 1996.


Notary Public



LEE BARKIN
My Commission CC387848
Expires Jun. 27, 1998
Bonded by HAI
800-422-1888

My Commission Expires:



LEE BARKIN
My Commission CC387848
Expires Jun. 27, 1998
Bonded by HAI
800-422-1888

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is IMPEX RESOURCES INTERNATIONAL, INC.
2. The name and address of the Registered Agent and Office is

SURINDER J. SEKHRI
NAME

113 SEA ISLAND LANE
ADDRESS

BOCA RATON, FLORIDA 33431
CITY, STATE, ZIP CODE

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96 JAN 18 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE *Surinder J. Sekhri*
TITLE: PRESIDENT

DATE: JANUARY 18, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

AGENT: *Surinder J. Sekhri*

DATE: JANUARY 18, 1996