

LAW OFFICES OF  
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January 19, 1996

Division of Corporations  
New Filings  
Secretary of State  
Tallahassee, FL 32399-0250

Re: Eldee International, Inc.  
Articles of Incorporation

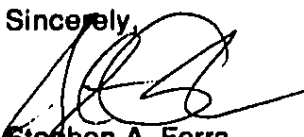
800001697208  
-01/25/96--01001--010  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find a check in the amount of \$122.50 to cover the cost of filing the articles of incorporation, designation of registered agent, and a certificate of incorporation on the above-referenced new filing. Please have the certificate and the original articles forwarded to my office.

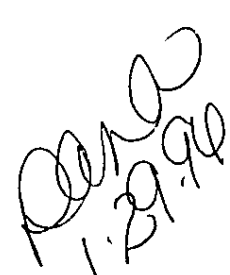
If there are any problems or questions, please contact my office. Thank you for your assistance.

Sincerely,

  
Stephen A. Ferra

SAF/oba  
Enclosures

FILED  
96 JAN 24 11 10 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
1-29-96

ARTICLES OF INCORPORATION  
OF  
ELDEE INTERNATIONAL, INC.

FILED  
96 JAN 24 21 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: ELDEE INTERNATIONAL, INC.

ARTICLE II - PURPOSE

This corporation is formed for the purposes of operating and transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value stock common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 406-A S. Corona Ave., Clearwater, FL 34615 and the name of the initial registered agent of this Corporation is Mahmood T. Eldee, whose address is 406-A S. Corona Ave., Clearwater, FL 34615.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) Director. The number of Directors may be either increased or diminished from time-to-time by the Bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

**ROBINA T. SHEIKH**

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

**MAHMOOD T. ELDEE**

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

#### **ARTICLE IX - CALLING OF SPECIAL MEETING**

Special meetings of shareholders may be called by the President, Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

#### **ARTICLE X - REMOVAL OF DIRECTOR**

The Shareholders of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

#### **ARTICLE XI - INDEMNIFICATION**

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

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - AMENDMENT**

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XIV - MISCELLANEOUS PROVISIONS**

It is the intention of the Incorporator of this Corporation that the first Board of Directors adopt a Plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of January, 1996.

MAHMOUD T. ELDEE  
Incorporator

STATE OF FLORIDA     }  
COUNTY OF PINELLAS }

Before me, the undersigned authority, personally appeared, MAHMOUD T. ELDEE, personally known to me or produced the following identification: FLDL, as the person who executed the foregoing Articles of Incorporation, he acknowledged before me that he executed these Articles of Incorporation, and he did not take an oath.



Denise M. Miller  
Notary Public  
Commission #: CC247254  
My commission expires: 12/17/98

**ACKNOWLEDGMENT OF RESIDENT AGENT**

Having been named to accept service of process for ELDEE INTERNATIONAL, INC.  
at the 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.

  
**MAHMOOD T. ELDEE**  
Resident Agent

FILED  
96 JAN 24 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA