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TRANSMITTAL LETTER

FILED
96 JUN 10 AM 8:10
TALLAHASSEE, FLORIDA

Date: January 6, 1994

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

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-06/11/96--01082--002
*****75.00 *****75.00

SUBJECT: MASALA, INC.
1440 N.W. 196 Terrace
Miami, Florida 33169

Dear Sirs:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$78.75 to cover the following fees:

Filing Fee	\$35.00
Registered Agent	\$35.00
Certificate of Status	\$ 8.75

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely yours,

CHARLIE M. ERUCHALU

Charlie M. Eruchalu

Enclosures

BROWN JUN 13 1996

ARTICLES OF INCORPORATION

OF
MASALA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

MASALA, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1440 N.W. 196 Terrace
Miami, Florida 33169

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 (One Hundred)

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of this corporation is:

CHARLIE M. ERUCHALU
1440 N.W. 196 Terrace
Miami, Florida 33169

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to Florida law.

ARTICLE VII - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of the directors may be either

increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name(s) and address(es) of the initial Board of Director(s) of the corporation is as follows:

CHARLIE M. ERUCHALU
1440 N.W. 196 Terrace
Miami, Florida 33169

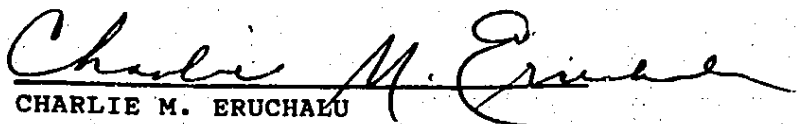
ARTICLE XI - INCORPORATION

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is:

CHARLIE M. ERUCHALU
1440 N.W. 196 Terrace
Miami, Florida 33169

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 6th day of January 1994.

Incorporators:


CHARLIE M. ERUCHALU

CERTIFICATE OF DESIGNATION.
REGISTERED AGENT/REGISTERED OFFICE

FILED
36 JUN 10 AM 8:18
TALLAHASSEE FLORIDA

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:
MASALA, INC.

2. The name and address of the registered agent and office is:

CHARLIE M. ERUCHALU
1440 N.W. 196 Terrace
Miami, Florida 33169

Signature: Charlie M. Eruchalu

Date: January 6, 1994

ACCEPTANCE

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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Charlie M. Eruchalu

Date: January 6, 1994