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TRANSMITTAL LETTER

FILED
96 JUL -5 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 03, 1996

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

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-07/05/96--01082--003
****122.50 ****122.50

RE: Earthstone Distributors, Inc.
Articles of Incorporation

Enclosed please find one original and a copy of the articles of Incorporation for the above mentioned corporation. Please return a certified copy to the address mentioned below. The amount of \$122.50 is enclosed for the filing.

FROM: Mr. Arul Manoharan
Earthstone Distributors, Inc.
P.O. Box 547818
Orlando, FL 32854-7818

Thank you for your prompt attention to this filing.

Cordially,

Arul Manoharan



Enclosures

7996

**ARTICLES OF INCORPORATION
OF
EARTHSTONE DISTRIBUTORS, INC.**

The undersigned Incorporator to these Articles of Incorporation, a natural person
competent to contract, hereby forms a corporation for profit under the laws of the
State of Florida

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ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Earthstone Distributors Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of execution of
these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized are :

1. To transact any lawful business for which corporation may be incorporated
under the Florida Corporation Act, and
2. To do such other things as are incidental to the foregoing or necessary or
desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capitol stock may be issued in payment for real or personal property, services or any other right or things having a value, in the judgment of f the board of directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become a fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or things acquired in exchange for capitol stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capitol stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications or voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial principal and registered office of this corporation shall be;
2313 Silverstar Road, Orlando, Florida 32804

The name of the initial registered agent of this corporation at that address shall be;
Arul Manoharan

ARTICLE VI - Initial Officer(s)

The name(s) and street address(s) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/her) successor(s) is/are elected or appointed and have qualified, (is/are);

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
<i>Arul Manoharan</i>	2313 Silver Star Road Orlando Florida 32804	President
<i>Richard Reiselt</i>	2313 Silver Star Road Orlando Florida 32804	Secretary

ARTICLE VII - Initial Director(s)

This corporation shall consist of minimum of two (2), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but never be less than two (2). The name(s) and street address(s) of the initial director(s) of the Corporation who shall hold offices for the first year in existence of their corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified (is/are);

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
<i>Arul Manoharan</i>	2313 Silver Star Road Orlando Florida 32804	Director
<i>Richard Reiselt</i>	2313 Silver Star Road Orlando Florida 32804	Director

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these
Article of Incorporation;

Name	Street Address	Office
<i>Arul Manoharan</i>	2313 Silver Star Road Orlando Florida 32804	Director
<i>Richard Reisel</i>	2313 Silver Star Road Orlando Florida 32804	Director

ARTICLE IX - BY LAWS

The shareholder of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of their corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or any stock of the corporation held by it in its treasury or otherwise, whether or not stock is of the same kind, class or series as that which he already holds to purchase his pro rate or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the law.

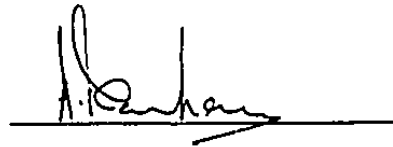
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

THAT, Earthstone Distributors, Inc desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named its registered Agent Arul Manoharan, 2313 Silverstar Road, Orlando, Florida 32804, County of Orange, State of Florida to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, 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.



Arul Manoharan
2313 Silverstar Road
Orlando, Florida 32804

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