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JAMES M. NICHOLAS, P.A.

FILED

JAMES M. NICHOLAS
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AARON D. LYONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 1996

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

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****122.50 ****122.50

RE: ARTICLES OF INCORPORATION FOR
"INDUS. PAVILION, INC."

Gentlemen:

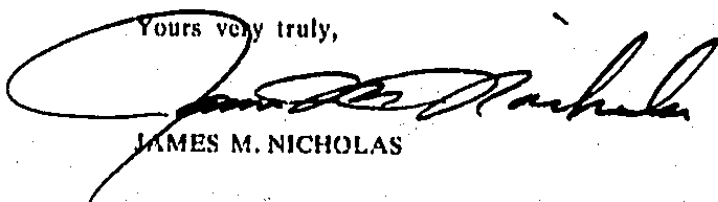
Enclosed please find for filing my Articles of Incorporation, pursuant to Florida Statute, Chapter 607, accompanied with the Designation of Registered Agent on behalf of Indus Pavillon, Inc.

I have also enclosed herewith my check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) to cover the required filing fees. Would you please furnish me with a Certificate of Incorporation for my records.

In the meantime, if you have any questions, please do not hesitate to call me at the above listed number.

Thank you for your attention in this matter.

Yours very truly,



JAMES M. NICHOLAS

JMN/rd

Enclosure

Handwritten initials and date: 8/13/96

**ARTICLES OF INCORPORATION OF
INDUS PAVILLION, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is Indus Pavllion, Inc.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the Department of State.

ARTICLE III. NATURE

The general nature of the business to be transacted by this corporation is to engage in any activity of business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, all of one class, at a par value of \$1.00.

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his shares unless and until he shall have offered to sell his shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the corporation shall be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares shall be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1600 W. Eau Gallie Blvd., Suite 103, Melbourne, Florida 32935, and the name and address of the initial registered agent of this corporation is James M. Nicholas, Esquire, 1815 South Patrick Drive, Indian Harbour Beach, Florida 32937.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

President/Director:

Gopal Gadodia
1600 W. Eau Gallie Blvd.
Suite 103
Melbourne, Florida 32935

Vice-President/Treasurer/
Director/Secretary:

Shashin R. Desai
1600 W. Eau Gallie Blvd.
Suite 103
Melbourne, Florida 32935

ARTICLE VIII. INCORPORATORS

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

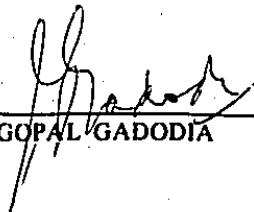
Gopal Gadodia
1600 W. Eau Gallie Blvd.
Suite 103
Melbourne, Florida 32935

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

DATED: _____

7/25/96



GOPAL GADODIA

STATE OF FLORIDA
COUNTY OF BREVARD

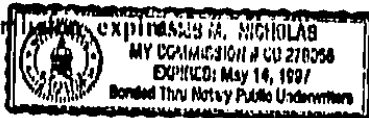
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I HEREBY CERTIFY, that on this day, before me, an officer duly authorized by the State and County aforesaid to take acknowledgments, personally appeared GOPAL GADODIA, to me known to be described as Subscriber In and whom executed the foregoing Articles of Incorporation.


WITNESS my hand and official seal in the State and County last aforesaid, this 25th day of July, 1996.

My Comm




Notary Public Signature
State of Florida at Large

I HEREBY ACCEPT the designation, duties and responsibilities as REGISTERED AGENT of INDUS PAVILION, INC., and agree to comply with the provisions of Florida Statutes.

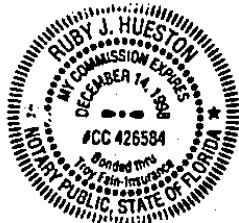

JAMES M. NICHOLAS, ESQUIRE

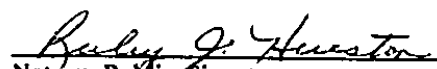
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES M. NICHOLAS, ESQUIRE, to me known to be described as REGISTERED AGENT for INDUS PAVILION, INC., and who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation as REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 25th day of July, 1996.

My commission expires:




Notary Public Signature
State of Florida at Large