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Ernest P. Jenkins

Martin J. Kaiser

August 13, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Federal Express Address:
409 East Gaines Street
Tallahassee, FL 32399

Attn: New Filings

RE: Calcutta Enterprises, Inc.

EFFECTIVE DATE
8-13-96

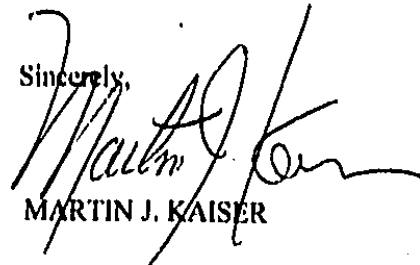
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***122.50 ***122.50

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above noted Corporation, as well as our check for \$122.50. Please file same and send us a certified copy in the enclosed envelope.

Thank you for your services.

Sincerely,


MARTIN J. KAISER

th
Enclosures

cc: John Bradley w/ encl.

FILED
56 AUG 14 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-16-96
KR

ARTICLES OF INCORPORATION
OF
CALCUTTA ENTERPRISES, INC.

EFFECTIVE DATE
8-13-76

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these ARTICLES OF INCORPORATION, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida,

ARTICLE I

NAME

The name of the corporation shall be CALCUTTA ENTERPRISES, INC.

ARTICLE II

TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1.

To engage in the business of retail and wholesale sales.

2.

To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

3.

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

The aggregate number of shares which the corporation is authorized to issue is 7000 shares. Such shares shall be of a single class, and shall have a par value of \$1.00.

ARTICLE V

ADDRESS

The street address of the initial registered office of the corporation is and the name of its initial registered agent is Howard Christians at 300 Dunbar, Suite 100, Oldsmar, Florida 34677.

The street address of the initial principal office of the corporation is 300 Dunbar, Suite 100, Oldsmar, Florida 34677.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial BOARD OF DIRECTORS of the corporation is two.

The name and address of each person who is to serve as a member of the initial BOARD OF DIRECTORS is:

Howard Christians
300 Dunbar, Suite 100
Oldsmar, Florida 34677

Wendy S. Christians
300 Dunbar, Suite 100
Oldsmar, Florida 34677

ARTICLE VII

INCORPORATORS

The name and address of each INCORPORATOR is the same as the initial BOARD OF

DIRECTORS.

ARTICLE VIII

PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1.

Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the ARTICLES OF INCORPORATION as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2.

Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX

INDEMNIFICATION

A.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director,

officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and or reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B.

The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D.

In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

E.

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three

months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X

DIRECTOR'S INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE XI

CAPITAL STRUCTURE-S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty five (35) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE XII

STOCK TRANSFERS

CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION".

ARTICLE XIII

EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be the date of execution of these Articles or the earliest

date thereafter as may be permitted by the Florida Business Corporation Act.

EXECUTED by the undersigned, on the 13th day of August, 1996.

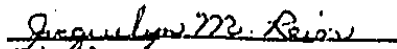

HOWARD CHRISTIANS


WENDY S. CHRISTIANS

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HOWARD CHRISTIANS and WENDY S. CHRISTIANS and they are known to me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation. Florida Drivers Licenses presented as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of August, 1996.


Print Name: _____

NOTARY PUBLIC

STATE OF FLORIDA

My Commission Expires: _____



Jacquelyn M. Rein
MY COMMISSION # CC504781 EXPIRES
October 24, 1999
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

That CALCUTTA ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of Oldsmar, County of Pinellas State of Florida, has named Howard Christians, as its Registered Agent and its Registered Office is at 300 Dunbar, Suite 100, Oldsmar, Florida 34677 to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the 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.


HOWARD CHRISTIANS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA