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B BIRD, LUCAS
& COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

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Lorraine F. Bird, CPA
Joseph C. Lucas, CPA
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Members
American Institute of CPAs
Florida Institute of CPAs
96 OCT 28 AM 8:13

October 22, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001989601--7
-10/29/96--01163--002
****122.50 ****122.50

IN RE: Stonescape (USA), Inc.

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation and return a certified copy to me at your earliest convenience. Enclosed is a check in the amount of \$122.50 for the filing fee (\$70.00) and the certified copy (\$52.50).

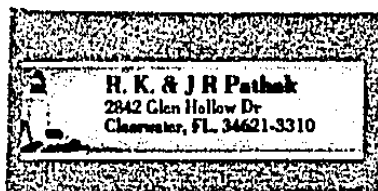
Thank you for your assistance in this regard.

Yours very truly,

Lorraine F. Bird

Lorraine F. Bird, CPA

LFB/mb
Enclosures



96 OCT 28 AM 8:13
DIVISION OF STATE
CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
STONESCAPE (USA), INC.**

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The undersigned natural person, competent to contract, for the purpose of forming a corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of this corporation shall be Stonescape (USA), Inc.

II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Florida Business Corporation Act, the Laws of the United States of America, or any other state, territory, county or nation.

III. TERM OF EXISTENCE

The corporation existence shall commence on October 26, 1996. The corporation shall exist perpetually.

IV. AUTHORIZED STOCK

The aggregate number of shares which this corporation shall be authorized to issue is one thousand (1,000) shares of common stock with no par value.

V. PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office of the corporation is 2842 Glen Hollow Drive, Clearwater, Florida 34621, and the initial mailing address of the corporation shall be the same.

VI. REGISTERED AGENT AND REGISTERED OFFICE

The address of this corporation's initial registered office is 2842 Glen Hollow Drive, Clearwater, Florida 34621, and the name of its initial registered agent at said address is Jayshree Pathak.

VII. BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors, composed of not less than one person who must be a stockholder. The number of directors may be increased from time to time by the Bylaws adopted by the stockholder(s), but shall never be less than one person.

The Board of Directors shall have the authority to make provisions for their services as directors and to fix the basis and conditions upon which compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation in any form.

VIII. INITIAL DIRECTORS

The name and address of the initial Directors of the corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of the corporation, and the Florida Business Corporation Act, shall hold office for the first year, or until their successors have been duly elected and qualify to serve as Directors, are as follows:

Jayshree Pathak

2842 Glen Hollow Drive
Clearwater, Florida 34621

IX. REGULATION OF INTERNAL AFFAIRS

Meetings of the shareholders or the Board of Directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated by the Bylaws of the corporation or by resolution of the Board of Directors.

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholder(s), but the affirmative vote of the holders of the majority of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

X. INFORMAL ACTIONS OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. MEETINGS BY TELEPHONE CONFERENCE

The Board of Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment.

XII. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST,

Any contract or other transaction of this corporation with any person, firm or other corporation, or any contract or other transaction in which this corporation is interested, shall not be invalidated or affected by:

The fact that one or more of the directors of this corporation is interested in, or serves as a director or an officer of another corporation; provided that the acts of any director so interested are in good faith, and each person who may become a director of his corporation is hereby relieved of any liability that may otherwise arise by reason of this contracting with this corporation for the benefit of himself or any firm or corporation in which he may be interested.

XIII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

Jayshree Pathak

2842 Glen Hollow Drive
Clearwater, Florida 34621

XIV. INTENTION OF THE INCORPORATOR

It is the intention of the incorporator of these Articles of Incorporation that this corporation shall remain a closed corporation, and the stockholders of this corporation may enter into such stockholder, stock purchase or trustee agreements with other stockholders of this corporation as they may see fit in order to carry out this intention; provided, however, that the stockholder, stock purchase or trustee agreement shall be noted upon the stock certificate of this corporation.

XV. AMENDMENTS

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

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of stockholders eligible to vote thereon.

The undersigned has (have) executed these Articles of Incorporation on this

24th Day of OCTOBER, 1996.

J. Pathak
Jayshree Pathak, Incorporator
P/DH P320 420 498240

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of Oct., 1996 by **JAYSHREE PATHAK**, who has produced identification and who did take an oath and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg, in the said County and State, this 24th day of Oct., 1996.



JOANNE BRIDGES
MY COMMISSION # CC383116 EXPIRES
June 14, 1998
BONDED THRU TROY FAH INSURANCE, INC.

Joanne Bridges
Notary Public

My Commission Expires:

FLORIDA DEPARTMENT OF STATE

Secretary of State

STATEMENT OF CONSENT OF REGISTERED AGENT

To the Secretary of State of the State of Florida:

1. The name of the corporation is:

Stonescape (USA), Inc.

2. The name and address of the initial registered agent and office are as follows:

Jayshree Pathak
2842 Glen Hollow Drive
Clearwater, FL 34621

3. 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 provisions 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.

J. Pathak

Jayshree Pathak, Registered Agent

P/S 13 2042049840

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of Oct., 1996 by **JAYSHREE PATHAK**, who has produced identification and who did take an oath and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg, in the said County and State, this 24th day of Oct., 1996.



JOANNE BRIDGES
MY COMMISSION # CC383118 EXPIRES
JUNE 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Joanne Bridges
Notary Public

My Commission Expires:

FLORIDA DEPARTMENT OF STATE

Secretary of State

STATEMENT OF CONSENT OF REGISTERED AGENT

To the Secretary of State of the State of Florida:

1. The name of the corporation is:

Stonescape (USA), Inc.

2. The name and address of the initial registered agent and office are as follows:

Jayshree Pathak
2842 Glen Hollow Drive
Clearwater, FL 34621

3. 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 provisions 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.

J. Pathak
Jayshree Pathak, Registered Agent
FID# P32042049P240

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of Oct., 1996 by JAYSHREE PATHAK, who has produced identification and who did take an oath and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg, in the said County and State, this 24th day of Oct., 1996.

Joanne Bridges
Notary Public



JOANNE BRIDGES
MY COMMISSION # CC383116 EXPIRES
June 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

RECEIVED
STATE OF FLORIDA
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