

P96000097899

September 30, 1996

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

Dear Sir,

Enclosed are two (2) copies of the Articles of Incorporation of Adil Enterprises Inc.
and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$ 122.50 to cover charter tax, filing fees, registered agent filing fee,
and cost of a certified copy of the articles. Please send a certified copy to me.

Thank you for your prompt attention to this matter.

Very Sincerely,

Valentramani

P.S. Please send all the document to:
Kiruddinan Balasubramaniam
2348 NW 94th Avenue
Coral Springs, FL 33065
Tel: (305) 345 8656
Fax: (305) 345 7700

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DMC
10/9/96

~~1096-21319~~

November 30, 1996

Kiruddinan Balasubramaniam
2348 NW 94th Ave.
Coral Springs FL 33065
Tel: 954 345 8656
Fax: 954 345 7700

Doris McDuffie
Corporate Specialist Supervisor
Division of Corporation
P O Box 6327
Tallahassee FL 32314

Ref Number: W96000021319

I received your letter dated on October 09, 1996 (copy enclosed). As per your request I made the necessary changes. The new name for the corporation is Anu & Shanthi Enterprises Inc.. Also please find a check for \$ 122.50.



Kiruddinan Balasubramaniam



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1996

KIRUDDINAN BALASUBRAMANIAM
2348 NW 94TH AVENUE
CORAL SPRINGS, FL 33065

SUBJECT: B & R ENTERPRISES INC.
Ref. Number: W96000021319

We have received your document for B & R ENTERPRISES INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate name must be identical throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 796A00045990

**ARTICLES OF INCORPORATION
FOR
ANU & SHANTHI ENTERPRISES INC.**

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96 DEC -3 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the Florida General Corporation Act, and other laws of the state of Florida.

ARTICLE ONE

The name of the Corporation is **ANU & SHANTHI ENTERPRISES INC.** and its business address is 357 Morse Plaza Steet, Fort Myers, Florida 33905.

ARTICLE TWO

Subject to the laws of the State of Florida regarding Corporations, the Corporation may engage in restaurant and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE FOUR

The existence of the Corporation shall be perpetual.

ARTICLE FIVE

The street address of the principal office of the Corporation is 357 Morse Plaza Street, Fort Myers, Florida 33905, and the street address of the Corporation's initial registered office is 2348 N.W. 94th Avenue, Coral Springs, Florida 33065, and the initial Registered Agent at that address is Kiruddinan Balasubramaniam.

ARTICLE SIX

The Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than seven.

ARTICLE SEVEN

The name and street address of the members of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

NAME

ADDRESS

KIRUDDINAN BALACHANTHIRAN	357 MORSE PLAZA ST. FT. MYERS, FL 33905
RAJAMBAL BALACHANTHIRAN	357 MORSE PLAZA ST. FT. MYERS, FL 33905

ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE NINE

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE TEN

The name and street address of the person signing these article is:

NAME

ADDRESS

Kiruddinan Balasubramaniam

2348 N.W. 94th Avenue
Coral Springs, FL 33065

ARTICLE ELEVEN

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 shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

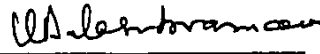
ARTICLE TWELVE

The initial By-laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

ARTICLE THIRTEEN

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the Corporation.

EXECUTED at Coral Springs, Broward County, Florida, this 27 day of November, 1996.


Kiruddinan Balasubramaniam
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared KIRUDDINAN BALASUBRAMANIAM, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of ANU & SHANTHI ENTERPRISES INC., he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal on this 27 day of




NOTARY PUBLIC OF FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED

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SEC. OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

ANU & SHANTHI ENTERPRISES INC. desiring to organize under the laws of the State of Florida, hereby designates Kiruddinan Balasubramaniam, as its Registered Agent and 2348 N.W. 94th. Avenue, Coral Springs, Florida 33065 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



Kiruddinan Balasubramaniam
(REGISTERED AGENT)