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A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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NEW DELHI, INDIA
TOKYO, JAPAN

November 22, 1996

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

500002020845--5
-12/05/96--01049--016
****131.25 ****131.25

Re: Eland Holdings I, Inc.

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$131.75 in payment of the filing fees, as follows:

| | |
|------------------------------|-----------|
| Filing Fee | \$ 35.00 |
| Registered Agent Designation | \$ 35.00 |
| Certificate of Status | \$ 8.75 |
| Certified Copy | \$ 52.50 |
| | ----- |
| | \$ 131.25 |
| | ===== |

Please file the original and forward the certified copy and the certificate of status to our office at your earliest convenience.

Thank you for your prompt attention to this matter. Please contact the undersigned at (305) 372-2451 if you need anything further.

Sincerely,

KELLEY DRYE & WARREN LLP
Toni Clark
Toni Clark
Certified Legal Assistant

96 DEC -5 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Encl.
FIRM/PGK/20354.51

Dmc
12/6/96

ARTICLES OF INCORPORATION

FILED

OF

96 DEC -5 AM 9:15

ELAND HOLDINGS I, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

ELAND HOLDINGS I, INC.
18 Wall Street Plaza
Orlando, Florida 32801

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

18 Wall Street Plaza
Orlando, Florida 32801

The name of the initial registered agent of this Corporation at that address shall be:

James Harrison

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial member of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

| <u>Name</u> | <u>Street Address</u> |
|----------------|--|
| James Harrison | 18 Wall Street Plaza Orlando, Florida 32801 |

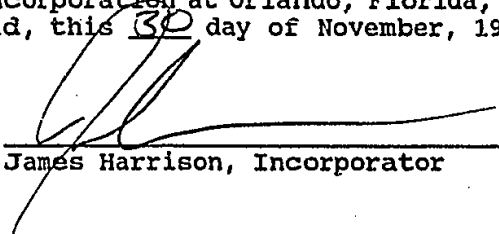
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

| <u>Name</u> | <u>Street Address</u> |
|----------------|--|
| James Harrison | 18 Wall Street Plaza Orlando, Florida 32801 |

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, for the uses and purposes aforesaid, this 30 day of November, 1996.



James Harrison, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED

96 DEC -5 AM 9:15

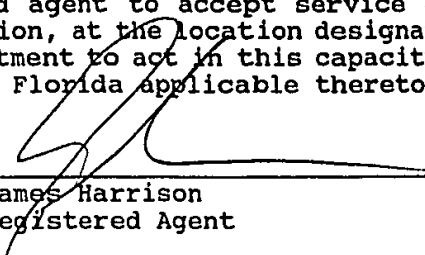
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ELAND HOLDINGS I, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 18 Wall Street Plaza, Orlando, Florida 32801, has named James Harrison, located thereat as its registered agent to accept service of process within this state.

By: 

James Harrison
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


James Harrison
Registered Agent