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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 8, 1997

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

EXPIRATION DATE
1-8-97

Re: Articles of Incorporation
PRANA, Inc.

300002054683--1
-01/10/97--01103--011
*****70.00 *****70.00

Dear Sir or Ma'am:

PRANAYAM, Inc.

Please file the Articles of Incorporation for PRANA, Inc.

An original and a copy of the Articles are enclosed along with an Acceptance or Designation as Registered Agent and a check in the amount of \$70.00 dollars. The check represents payment of the following fees:

Filing Fees:	\$35.00
Registered Agent	
Designation:	<u>\$35.00</u>
Total:	\$70.00

Please send the date-stamped copy of the Articles to me at the address set forth above. If you have any questions, please contact my office.

Very truly yours,

Scott D. LaRue
Scott D. LaRue

W97-1084
PK
2/13/97
1/15/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1997

SCOTT D. LARUE, ESQ.
1100 CLEVELAND ST, SUITE 817
CLEARWATER, FL 34615

SUBJECT: PRANA, INC.
Ref. Number: W97000001089

PRANAYAM, INC.

We have received your document for ~~PRANA, INC.~~ and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 497A00002135

**ARTICLES OF INCORPORATION
OF
PRANAYAM, INC.**

FILED

97 JAN 10 AM 10:49

TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is PRANAYAM, Inc.

EFFECTIVE DATE
1-8-97

ARTICLE II ADDRESS

The corporation's address is *2340 State Rd. 580, Suite H, Clearwater, FL 34623.*

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence *January 8, 1997*; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these articles of incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is *2340 State Rd. 580, Suite H, Clearwater, FL 34623* and the initial registered agent at that same address is Shri Anandan.

ARTICLE VII INITIAL DIRECTORS

The following individuals will be the initial directors of the corporation:


Shri Anandan

The initial director will hold office for the first year of the corporation's existence and until his successors are duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation at any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Shri Anandan, 2340 State Rd. 580, Suite H, Clearwater, FL 34623.

The undersigned incorporator has executed these Articles of Incorporation this 10 day of FEB, 1997.


Shri Anandan, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, hereby accepts his designation as registered agent of corporation set forth below and acknowledges that he is familiar with and understands the obligations of this position.

1. The name of the corporation is PRANAYAM, Inc.
2. The name and address of the registered agent is:

Shri Anandan
2340 State Rd. 580
Suite H.
Clearwater, FL 34623


Shri Anandan

Date: 2-10-97

TALLAHASSEE, FLORIDA

97 JUN 10 AM 10:49