

WESTMAN AND LINTZ
ATTORNEYS AT LAW
1970 MICHIGAN AVENUE - BUILDING F
COCOA, FLORIDA 32922

ROBERT T. WESTMAN
LESTER LINTZ

TELEPHONE 407 / 690-1970
FAX 407 / 690-8349

P 97000046783

May 22, 1997

VIA FEDERAL EXPRESS

SECRETARY OF STATE
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32301

Re: Mahalaxmi Enterprise, Inc.

Enclosed find the following documents:

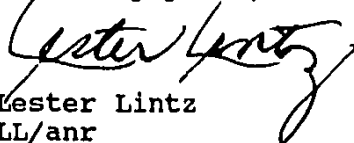
1. Original and one copy of Articles Of Incorporation.
2. Original and one copy of Registered Agent Certificate.
3. Our trust account check in the amount of \$122.50.

Our check represents the following fees:

| | |
|----------------------------|--------------|
| Filing fee | \$ 35.00 |
| Certified copy of Articles | 52.50 |
| Registered Agent fee | <u>35.00</u> |
| | \$122.50. |

Please return the certified copy of the Articles Of Incorporation.

Sincerely yours,


Lester Lintz
LL/anr

Enclosures

FILED
97 MAY 23 AM 10:11
TALLAHASSEE, FLORIDA

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P. O. ORDER

MAY 28 1997

ARTICLES OF INCORPORATION
OF
MAHALAXMI ENTERPRISE, INC.

FILED
97 MAY 23 AM 10:11
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is MAHALAXMI ENTERPRISE, INC.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these Articles are filed with the Secretary Of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$5.00 par value common stock.

Article V - Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 1970 Michigan Avenue - Building F, Cocoa, FL 32922.

The name of the initial Registered Agent of this corporation at that address is LESTER LINTZ.

The principal office of this corporation is 1504 Clearlake Road, Cocoa, FL 32922.

Article VI Initial Board Of Directors

This corporation shall have 2 Directors initially. The number

of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

RAJENDRA R. SHAH
740 Nicklaus Drive
Melbourne, FL 32940

CHANDRAKANT N. MODI
50 Baisden Road - #601
Jacksonville, FL 32218

Article VII - Incorporator

The name and address of the person signing these Articles is:
RAJENDRA R. SHAH, 740 Nicklaus Drive, Melbourne, FL 32940.

Article VIII- Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board Of Directors and the Stockholders.

Article IX - Compensation of Directors

The Stockholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

Article X - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles Of Incorporation this 22ND day of May, 1997.




RAJENDRA R. SHAH
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 22ND day of May, 1997, by RAJENDRA R. SHAH, who is personally known to me.



Notary Public (SEAL)



LESTER LINTZ
My Commission GC346284
Expires Feb. 10, 1998
Bonded by ANB
800-852-6078

REGISTERED AGENT CERTIFICATE


The below named corporation maintains an office at the address below, and appoints the below named person as its Registered Agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: **LESTER LINTZ**

STREET ADDRESS OF
REGISTERED OFFICE OF
OF CORPORATION:


1970 Michigan Avenue - Bldg. #
Cocoa, FL 32922

MAHALAXMI ENTERPRISE, INC.

By 
RAJENDRA R. SHAH
President

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97 MAY 23 AM 10:11
TALLAHASSEE, FLORIDA

The undersigned, having been appointed as Registered Agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.


LESTER LINTZ
Registered Agent