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9/11/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FLORIDA INCORPORATORS, INC.
CONTACT: MARK HANKINS
PHONE: (305)350-5221

ACCT#: 075350000473

FAX #: (305)350-9148

NAME: INDUS SOFTWARE CONSULTING, INC.

AUDIT NUMBER.....H97000015106

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles Of Incorporation

Of

Indus Software Consulting, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation Indus Software Consulting, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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TALLAHASSEE, FLORIDA

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Tilak B. Kasturi
1675 Sweetwater West Circle
Apopka, FL 32712

Sailaja V. Kasturi
1675 Sweetwater West Circle
Apopka, FL 32712

SEVENTH: The name and address of the incorporator is:

Mark Hankins
701 Brickell Key Blvd. #604
Miami, FL 33131

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EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

NINTH: The mailing address and principal office of the corporation is:

Indus Software Consulting, Inc.
1675 Sweetwater West Circle
Apopka, FL 32712

DATED: September 11, 1997



MARK HANKINS
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

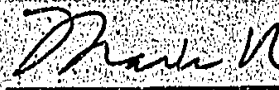
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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 

MARK HANKINS, President