

CHASE & GILMORE

ATTORNEYS AT LAW

RICHEY LAKES PLAZA
7620 MASSACHUSETTS AVENUE
NEW PORT RICHEY, FLORIDA 34653-3022

DAVID C. GILMORE

BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES

ALSO ADMITTED TO OHIO BAR

October 14, 1997

TELEPHONE (813) 849-2296

TELECOPIER (813) 841-7146

P97000091010

FREDERICK CHASE, JR.

OF COUNSEL

400002326584--2
-10/22/97--01044--003
****122.50 ****122.50

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

RE: MAJESCO, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation, and our check in the amount of \$122.50 to cover the fee for the following:

Filing Fee: Articles	\$ 35.00
Certified Copy: Articles	52.50
Filing Fee: Acknowledgement of Registered Agent	<u>35.00</u>
	\$122.50

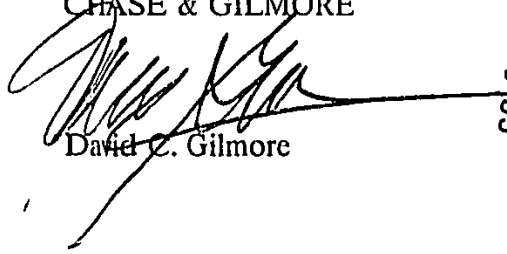
Please file the Articles of Incorporation and return a certified copy to this office.

Thank you for your prompt attention.

Very truly yours,

CHASE & GILMORE

David C. Gilmore



DCG:jw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 9:33

10-23-97
WS

**ARTICLES OF INCORPORATION
FOR
MAJESCO, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 9:33

The undersigned, acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation for the purpose of organizing a corporation for profit pursuant to the Statutes of the State under the corporation laws providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be MAJESCO, INC.

ARTICLE II

The principal place of business of said corporation shall be in Pasco County, Florida, which address shall be 9208 Eden Avenue, Hudson, Florida 34667, and MICHAEL A. MAHONEY is hereby designated as the registered agent for service of process for said corporation at 9208 Eden Avenue, Hudson, Florida 34667.

ARTICLE III

The general nature of the business and the objects and purposes by said corporation are:

A. To engage in any activities or business permitted under the laws of the United States and Florida.

B. To conduct, carry on, and engage in business activities which are not forbidden by statute or by these Articles of Incorporation.

therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States, or in any part of the world.

D. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the States or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

E. To conduct and carry on any business, manufacturing or otherwise, which may be capable of being profitable carried on in connection with the corporation's business, or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its authorized business.

F. To buy, or otherwise acquire, any business adapted to be carried on in connection with the corporation's business, or the promotion of business, together with the goodwill, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

G. To contract freely with any person, firm or corporation, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease, or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the corporation's purpose of business.

H. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures and other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

I. The corporation may utilize and apply its surpluses, earnings or profits authorized by law to be reserved to the purchase or acquisitions thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms as its Board of Directors may determine.

J. To hold, purchase, or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of, shares of capital and securities created or issued by any other corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

K. To own, acquire, construct, and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

L. To have all rights in any kind of property that an individual might have.

M. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

N. That the powers and objects specified in the Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

O. To have and to exercise any and all such other powers convenient, incident to, or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by terms of this charter, or by law, in express terms of or by implication and to amend this charter in accordance with

the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

The paragraphs of this Article III shall be construed as both object and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V

This corporation shall be authorized to issue 1,000 shares of stock as follows:

COMMON STOCK	\$1.00 Par Value A total of 1,000 shares
PREFERRED STOCK	No preferred stock

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VI

The number of shares of common stock subscribed to by the said organizers is as follows:

John E. Schroder	50 Shares
Michael A. Mahoney	50 Shares

ARTICLE VII

The number of directors of this corporation shall be two (2), however this number may be changed from time to time by lawful amendment of the By-laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

John E. Schroder	2103 Lima Drive Spring Hill, Florida 34609
Michael A. Mahoney	1269 Finland Drive Spring Hill, Florida 34609

ARTICLE IX

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or appeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE XI

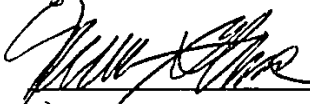
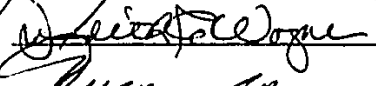
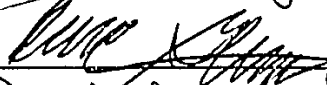
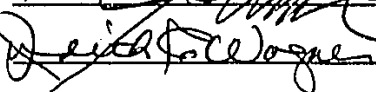
The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.


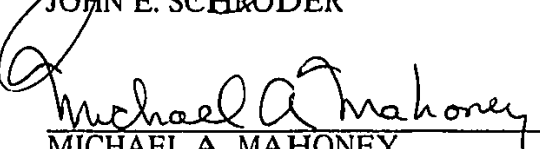
No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effective until and unless approved by a majority of stockholders.

IN WITNESS WHEREOF, the undersigned organizers and incorporators, have hereunto set their hand and seal, this 20 day of October, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make, and file in the office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

Signed in the Presence of:

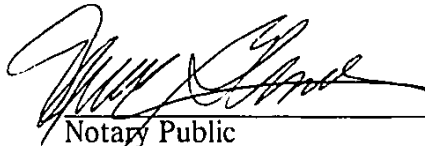






JOHN E. SCHRODER

MICHAEL A. MAHONEY

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 22 AM 9:33

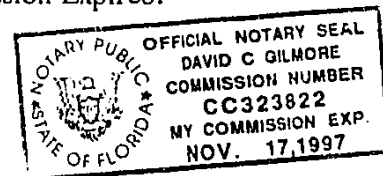
STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instruments was acknowledged before me, this 20 day of October, 1997, by John E. Schroder and Michael A. Mahoney, for MAJESCO, INC., who are personally known to me or who have produced _____ as identification and who did take an oath.


Notary Public

My Commission Expires:

ACKNOWLEDGMENT



Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


MICHAEL A. MAHONEY

This instrument prepared by:
DAVID C. GILMORE, ESQUIRE
Chase & Gilmore
7620 Massachusetts Avenue
New Port Richey, Florida 34653
Telephone: (813) 849-2296