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BANK  
HOST  
COUNSELLOR AT LAW

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WRITER'S DIRECT DIAL NUMBER (407)

November 19, 1997

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-11/21/97--01019-012  
\*\*\*\*122.50 \*\*\*\*122.50

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

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation for Services International, Inc., along with a check in the amount of \$122.50 for the filing fee. Please return a certified copy of the Articles to us as soon as possible.

Thank you for your cooperation.

Very truly yours,

*Josephine A. Dettmore*

Josephine A. Dettmore  
Secretary to Rana Tiwari

/jd  
Enclosure

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FILED  
97 NOV 21 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/25/97-TCM

Articles of Incorporation  
of  
Services International, Inc.

FILED  
97 NOV 21 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Services International, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1225 Oxbow Lane, Winter Springs, Florida 32708.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1225 Oxbow Lane, Winter Springs, Florida 32708. The name of the registered agent at such address is Rana Tiwari.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 750,000 shares of Common Stock ("Common Stock") \$.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

#### Name

#### Address

Rana Tiwari

1225 Oxbow Lane  
Winter Springs, Florida 32708

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 18th day of November, 1997.



Rana Tiwari  
Incorporator

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 18th day of November, 1997, by Rana Tiwari who is personally known to me and did not take an oath.

(NOTARY SEAL)

Josephine A. Dettmore  
(Notary Signature)  
JOSEPHINE A. DETTMORE  
Notary Public, State of Florida  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. 419730

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Services International, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Springs, County of Seminole, State of Florida, has named Rana Tiwari, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

  
\_\_\_\_\_  
Rana Tiwari

DATED: November 18, 1997

**FILED**  
97 NOV 21 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA