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Wayne O. Smith
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(813) 323-2001
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December 18, 1997

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

Re: Meera U.S.A. Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find original and a copy of proposed Articles of Incorporation, together with check in the amount of \$122.50.

Kindly furnish me with a Certificate of Incorporation as soon as possible.

Thanking you in advance, I am,

Very truly yours,

SMITH & SEIDLER


Wayne O. Smith

WOS:pc
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/24/97 T.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MEERA U.S.A. ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is MEERA U.S.A. ENTERPRISES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is any and all activity or business permitted under the laws of the United States of America, and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State of Florida is 4530 W. Village Drive, Tampa, Florida 33624.

The Director may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one.

ARTICLE VII

The name and post office address of the initial Director of this corporation is:

Bharati M. Jairamdas
4530 W. Village Drive
Tampa, Florida 33624

ARTICLE VIII

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock she agrees to take, and the value of the consideration therefor is:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES & VALUE</u>
Bharati M. Jairamdas 4530 W. Village Drive Tampa, Florida 33624	1,000

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


ARTICLE X

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That MEERA U.S.A. ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in these Articles of Incorporation at 4530 W. Village Drive, Tampa, Florida 33624, has named Wayne O. Smith as its agent to accept service of process within this State.

HAVING been named to accept service of process for the above

stated corporation, at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


WAYNE O. SMITH
SMITH & SEIDLER
5420 Central Avenue
St. Petersburg, Florida 33707
(813) 323-2001

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

IN WITNESS WHEREOF, I the incorporator above named have hereunto set my hand and seal this 17th day of December 1997.

Bharati M. Jairamdass
BHARATI M. JAIRAMDAS, President, Treasurer
and Secretary

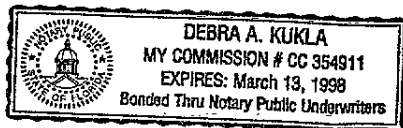
STATE OF FLORIDA

COUNTY OF ~~PINELLAS~~ Hillsborough

I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared BHARATI M. JAIRAMDAS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 17th day of December 1997.

FL DA 3653 073557250



Debra A. Kukla
Notary Public