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AIRAN and ASSOCIATES, P.A.

275 S.W. 13 Street (Coral Way)

Miami, Florida 33130

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tel: (305) 860-0034

Fax: (305) 860-0036

D.S. (Dar) Airan, PhD, * LLM **

*Civil/Environmental Engineering

** Real Estate, Land Dev. and Finance Law

January 30, 1998

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

200002426982--9

-02/10/98-01079-010

****131.25 ****131.25

Re: VIDICOMP INTERNATIONAL, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$131.25, representing payment of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certificate of Good Standing	\$ 8.75
Certified copy of Articles	\$ 52.50

Please file the enclosed Articles of Incorporation and return a time stamped and certified copy of the Articles to together with the Certificate of Good Standing in the enclosed self-addressed and stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,

D.S. "Dar" Airan

DSA:mr

Enclosures

P. Hall

FEB 11 1998

PS. Enclosed is a Fed. Express slip
for your prompt return.

Thanks

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ARTICLES OF INCORPORATION 98 FEB 10 PM 1:33
OF
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
VIDICOMP INTERNATIONAL, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and the laws of the state of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

VIDICOMP INTERNATIONAL, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT, REGISTERED OFFICE
AND PRINCIPAL OFFICE**

The Registered Agent and the street address of the Registered Office and Principal Office of this Corporation in the State of Florida shall be:

LALITA D. AIRAN
6100 Blue Lagoon Drive
Suite 100
Miami, Florida 33126

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street address is:

ANIL AGGARWAL
4127 Marlow Street
Houston, Texas 77005

MUKTA AGGARWAL
4127 Marlow Street
Houston, Texas 77005

LALITA D. AIRAN
6100 Blue Lagoon Drive
Suite 100
Miami, FL 33126

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

LALITA D. AIRAN
6100 Blue Lagoon Drive
Suite 100
Miami, Florida 33126

ARTICLE IX. AMENDMENT.

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

stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on January 30, 1998.

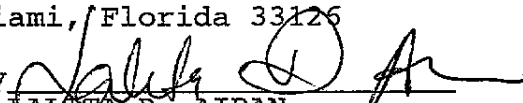

LALITA D. AIRAN
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT:

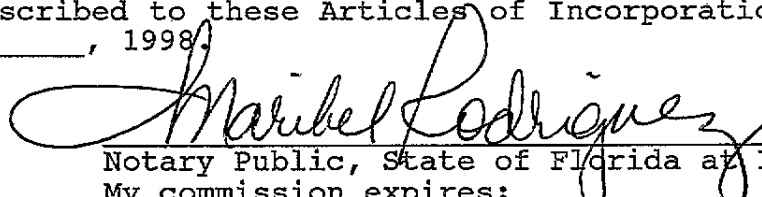
Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

LALITA D. AIRAN
6100 Blue Lagoon Drive
Suite 100
Miami, Florida 33126

By 
LALITA D. AIRAN
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared, to me known to be the person described as Incorporator and the Registered agent and who executed the foregoing Articles of Incorporation and the Acceptance by Registered Agent, and acknowledged before me that this individual subscribed to these Articles of Incorporation on Jan. 30, 1998.


Notary Public, State of Florida at Large
My commission expires:

