

P98000020836

February, 23, 1998

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

Re: NDS INC.  
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Dear Sir/Madam,

Enclosed find the original and one copy of the Articles of Corporation along with our check for \$122.50 (Dollar one hundred twenty two and fifty cents) representing the cost of the Filing Fees, Certified Copy of Articles of Corporation and Fee for the Registered Agent Designation for the above named Corporation.

Thanks,

*Deepa Shah*  
Deepa Shah

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-03/04/98--01028--014  
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**FILED**  
98 MAR -4 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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98 MAR -4 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NDS INC

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

ARTICLE I - CORPORATE NAME

The name of the Corporation is NDS INC.

ARTICLE II - DURATION

The Corporation shall exist perpetually unless dissolved according to the State of Florida

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One thousand Shares (1000 shares) of \$ One (\$1.00) par value Common Stock, which shall be designated 'Common Shares'

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Registered Office and the name of Registered Agent is:

Niranjan Pathak,  
9431, Bloomfield Drive,  
Palm Beach Gardens, FL 33410

The mailing address of the Corporation is:

NDS inc.,  
3243, S W Mapp Road,  
Palm City, FL 34990

ARTICLE VI -INITIAL BOARD OF DIRECTORS  
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This Corporation shall have One director initially. The number of directors may be either increased or diminished from time from time to time by the BY-Laws, but shall never be less than one(1). The name and address of the initial director of the corporation is as follows:


Deepa Shah,  
3243, S.W. Mapp Road,  
Palm City, FL 34990

ARTICLE VII - INCORPORATORS  
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The name and address of the incorporator signing these Articles of Incorporation is as follows:

Deepa Shah,  
3243, S.W. Mapp Road  
Palm City, FL 34990

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of February, 1998.

  
----- (Seal)  
DEEPA SHAH

**CERTIFICATION AND ACKNOWLEDGMENT**  
**OF REGISTERED AGENT**  
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**CERTIFICATE OF REGISTERED AGENT OF NDS INC.**  
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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

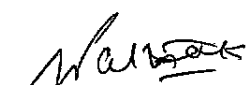
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

9431 Bloomfield Drive,  
Palm Beach Gardens, FL 33410

has named NIRANJAN PATHAK, located at the aforesaid address its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT**  
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Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
Niranjana Pathak, Registered Agent

**FILED**  
98 MAR -4 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA