



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 779510 7148752

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 70.00

ORDER DATE : April 13, 1998

ORDER TIME : 4:31 PM

ORDER NO. : 779510-005

CUSTOMER NO: 7148752

CUSTOMER: Mr. Naval Kapoor MR. NAVAL KAPOOR

600002489496--0

1393 Veterans Memorial Highway Hauppauge, NY 11788

98 APR 15 PM 1:09 DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: UNIVERSAL INTERNATIONAL OF ORLANDO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

P. Mail APR 15 1998

ARTICLES OF INCORPORATION
OF

UNIVERSAL INTERNATIONAL OF ORLANDO, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNIVERSAL INTERNATIONAL OF ORLANDO, INC.

The address of the principal office of this corporation shall be 1393 Veterans Memorial Highway, Happaugue, New York 11788, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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 having no par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Naval Kapoor
Dir.

1393 Veterans Memorial Highway
Happauge, New York 11788

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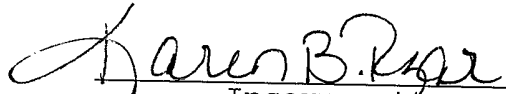
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

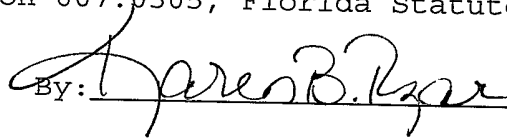
The undersigned incorporator has executed these Articles of Incorporation on April 14, 1998.



Incorporator
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

TFR/DEBORAH SCHRODER