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*ADMITTED IN MARYLAND AND D.C.

May 14, 1998
P980000 46135

Division of Corporations
Attention: New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Purva, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for Purva, Inc., a Florida corporation to be formed. I also enclosed a duplicate copy of each of these documents.

I would appreciate it if you would record the Articles of Incorporation and the Designation and Acceptance of Registered Agent and return a certified copy to me at the above address.

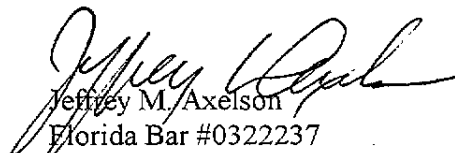
I enclose a check in the amount of \$122.50 for such services which I understand consists of \$35.00 to record the Articles of Incorporation, \$35.00 to record Designation and Acceptance of Registered Agent, and \$52.50 for a certified copy.

If you have any questions, please contact me at 301-738-7650.

Sincerely,

VAN GRACK, AXELSON & WILLIAMOWSKY, P.C.

By:


Jeffrey M. Axelson
Florida Bar #0322237

JMA/mh
Enc.

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ARTICLES OF INCORPORATION

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OF

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PURVA, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Jeffrey M. Axelson, whose post office address is 110 N. Washington Street, Fifth Floor, Rockville, Maryland 20850, being at least eighteen (18) years of age, does, under and by virtue of the general laws of the State of Florida authorizing the formation of corporations, hereby form a stock corporation.

SECOND: The name of the corporation, hereinafter called the Corporation, is PURVA, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere, are as follows:

a. To acquire real property by purchase, lease, or otherwise; to erect, repair, and maintain hotel and motel buildings, garages, and other structures thereon. To conduct a general hotel, motel, restaurant, and café business.

b. To establish, maintain, and operate news stands, tobacco counters, novelty shops, theater ticket agencies, barber shops, hairdressing and manicuring parlors, garages, tennis courts, and swimming pools.

c. To purchase, hold, sell, improve, and lease real estate and mortgage and encumber the same and to erect, manage, care for, and maintain, extend, and alter buildings or other structures; to warrant the title to lands or to any estate or interests in land sold by the Corporation; to advance money to, and to enter into agreements of all kinds with builders, contractors, property owners and others; and to carry on any other endeavor or activity useful or necessary in maintaining and operating any business engaged in for the purposes of the Corporation.

d. To purchase, lease, hire, or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction, or improvement of plants, mills, factories, warehouses, works, building, machinery, equipment, and facilities and any other improvement or appliances which may appertain to, or be useful in, the conduct of any of the business of the Corporation.

e. To collect rents, make repairs, and to transact, on commission or otherwise, the general business of real estate agent, including the sale, leasing, control and management of lands, buildings, and properties of all kinds.

f. To purchase, lease, or otherwise acquire all or any part of the property rights, business, contracts, good will, franchises, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent) carrying on or having carried on in whole or in part, any of the aforesaid businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume, and pay the indebtedness and liability thereof, and to pay for any such property, rights, businesses, contracts, good will, franchises or assets by the issue, in accordance with the laws of Florida, of stocks, bonds, or other securities of the Corporation or otherwise.

g. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account the same.

h. To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or associations, organized under the laws of the State of Florida, or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

i. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association, and to endorse or otherwise guarantee the payment of the principal and interest, or either of any bonds, debentures, notes, mortgages, securities or other evidences of indebtedness created or issued by any other corporation.

j. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of,

the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

k. To carry on any of the businesses hereinbefore enumerated for itself or for account of others, or through other for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to act as a general or limited partner, co-venturer or be a member of a limited liability company to further the interests of the corporation.

l. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

m. To do all such other things as is consistent with the general purposes of the Corporation.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall enjoy and exercise all of the powers and rights now or hereafter conferred by Statute upon the Corporation to carry on any business or exercise any power to do any act which a Corporation formed under the laws of the State of Florida may at the time lawfully carry on or do.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be located is 5225 U.S. Highway 27, Davenport, FL 33837. The Resident Agent of the Corporation is Bhasker Bhai Patel, whose post office address is 99 East Ridge Drive, Haines City, FL 33044. Said Resident Agent is a citizen of the State of Florida and actually resides therein.

FIFTH: The Corporation shall have a Board of Directors consisting of two (2) which number may be changed from time to time in accordance with the By-Laws of the Corporation, but shall never be less than three, so long as there are three or more stockholders, but which number may equal the number of stockholders if there are less than three stockholders. The Directors who shall act as such until the first annual meeting of

the stockholders or until the successors are duly chosen and qualify are: Rakesh Amin and Panna Amin.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000, with par value of \$.01, and all of one class.

SEVENTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all rights, powers, and privileges granted to corporations by the laws of the State of Florida, and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership with others. In furtherance and not in limitation of the power conferred by statute, the powers of the Corporation and of the directors and stockholders shall include the following:

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation or these Articles.

The Board of Directors of the Corporation shall have power to determine from time to time whether and to what extent, at what times and places and under what conditions and regulations, the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws and except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be party to or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a director or a firm of which a director is a member is so interested, (1) such fact shall be disclosed or shall have been known to the Board of directors and the Board of Directors authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or (2) such fact shall be disclosed to the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned on record or beneficially by the interested director or corporation, firm or other entity; or (3)

the contract or transaction is fair and reasonable to the Corporation. Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purposes shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

Unless the By-Laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws of the Corporation or by authority of the Board of Directors.

Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of a share of each class or otherwise to be taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter or in the By-Laws. The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of the outstanding stock of the Corporation but no such amendment which changes the terms of any class of the outstanding stock shall be valid unless such changes in the terms thereof shall have been authorized by the holders of fifty-one (51%) percent of the shares of such stock at the time outstanding by a vote of a meeting or in writing with or without a meeting.

Upon the consent of the holders of a majority of the total number of shares of stock outstanding and at the time entitled to vote for and elect the Board of Directors expressed in writing with or without a meeting or by vote at a meeting called for that purpose, all the property and assets of the Corporation including its good will and franchises, may be sold or transferred as an entirety to a new corporation to be incorporated under the laws of the United States, the State of Florida or any other state of the United States for the purpose of so taking over all the property and assets of the Corporation, with the same or a different authorized number of shares of stock and with the same preferences, voting powers, restrictions and qualifications thereof as may then attach to the classes of stock of the Corporation then outstanding, provided that the whole or any part of such stock, or of any class thereof, may be stock with or without nominal or par value; the consideration for such sale or transfer to be the assumption by such new corporation of all of the then outstanding liabilities of the Corporation and the issuance and delivery by the new corporation of shares of stock (any or all thereof either with or without nominal or par value) of such new corporation. In the event of such sale or transfer each holder of stock of the Corporation agrees forthwith to

of such new corporation. In the event of such sale or transfer each holder of stock of the Corporation agrees forthwith to surrender and agrees that any and every other holder of stock of the Corporation may surrender for cancellation, his certificate or certificates for stock of the Corporation, and receive and accept in exchange therefor, as his full and final distributive share of the proceeds of such sale or transfer and of the property and assets of the Corporation, with or without a dissolution of the Corporation, a number of shares of the stock of the new corporation of such class and at such ratio of exchange as may be fixed by the said consent of the stockholders; and in the event of such sale or transfer, no holder of any of the stock of the Corporation shall have any rights or interest in or against the Corporation, or in or against the property and assets so sold or transferred, except the right upon surrender, of his certificate or certificates aforesaid, to receive from the Corporation a certificate or certificates for such shares of such new corporation as herein provided; providing said provision does not negate any rights of dissent in appropriate statutes. Such new corporation may, but need not, contain all or any of the powers of the Corporation in the charter and By-laws of the Corporation.

EIGHTH: As used in this Article EIGHTH, any word or words that are defined in Florida Statutes 607.014, as amended from time to time, (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section. The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act and deed on this 14th day of May, 1998.

WITNESS:

Daniel G. my

Jeffrey M. Axelson
Jeffrey M. Axelson

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I HEREBY CERTIFY that on this 14th day of May, 1998, before me, the subscriber, a Notary Public of the County and State.

aforesaid, personally appeared Jeffrey M. Axelson, and acknowledged the foregoing Articles of Incorporation to be his Act.

AS WITNESS my hand and Notarial Seal

En Sharon Downing
Notary Public
My Commission expires: 7-1-00

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Bhasker Bhai Patel
Bhasker Bhai Patel

5.17.98
Date

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