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UCC FILING & SEARCH SERVICES, INC.
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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Nalsani (U.S.A.) Inc.

NEED TODAY

FILED
98 MAY 28 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

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Pick Up Time

Certified Copy

Mail Out

Certificate of Status

Will Wait

Certificate of Good Standing

Photocopy

NEED TODAY

ARTICLES ON FILE

ALL CHARTER DOCS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

Ordered By: _____

Date: _____

P. Hall

MAY 28 1998
5

98 MAY 28 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED
98 MAY 28 AM 11: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nalsani (U.S.A.) Inc.

The undersigned 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:

Nalsani (U.S.A.) Inc.

The address of the principal office of this corporation shall be c/o Jack D. Finkelman, Packman, Neuwahl & Rosenberg, P.A., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, 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 7,500 shares of common stock at \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The name and address of the initial Officer and Director is:

Yonatan Bursztyn
c/o Jack D. Finkelman
Packman, Neuwahl & Rosenberg, P.A.
1500 San Remo Avenue, Suite 125
Coral Gables, FL 33146

President/Secretary/Treasurer/Director

ARTICLE VII. INCORPORATOR

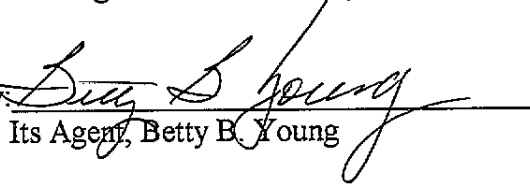
The name and street address of the incorporator to these Articles of Incorporation is:

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc.,
has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on April 28, 1998.

UCC Filing & Search Services, Inc.

By


Its Agent, Betty B. Young

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: _____

Nalsani (U.S.A.) Inc.

2. The name and address of the registered agent and office is:

**ATRIUM REGISTERED AGENTS, INC.
1500 SAN REMO AVENUE
SUITE 125
CORAL GABLES, FL 33146**

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Robert A. Stamen

ROBERT A. STAMEN, Director and
Vice President

Date: May 28, 1998

FIRM
57/8*designat.ra

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA