

McCLANE PROFESSIONAL ASSOCIATION

1221 WEST COLONIAL DRIVE, SUITE 200

ORLANDO, FLORIDA 32804

July 21, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Registration of Adhav Enterprises, Inc.*

000002601440--7
-07/29/98-01053-006
****132.50 ****132.50

Dear Sir/Madam:

Please accept the enclosed check in the amount of \$132.50 for the filing of Articles of Incorporation of a new Florida corporation by the name of Adhav Enterprises, Inc., designation of registered agent and certification of the articles of incorporation.

The breakdown of the amounts for which the check is written is as follows:

1)	Filing of Articles of Incorporation:	\$35.00
2)	Designation of Registered Agent:	\$35.00
3)	Certified Copy of Articles:	\$52.50
TOTAL		\$132.50

Thank you for your attention and assistance.

Cordially,

MCCLANE PROFESSIONAL ASSOCIATION

By:

J. Brock McClane for the Firm

F. CHESSE

AUG 25 1998



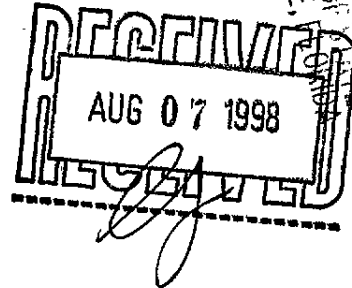
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 3, 1998

J BROCK MCCLANE
1221 W COLONIAL DR STE 200
ORLANDO, FL 32804

SUBJECT: ADHAV ENTERPRISES, INC.
Ref. Number: W98000017510



FILED
98 AUG 25 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FL

We have received your document for ADHAV ENTERPRISES, INC. and your check(s) totaling \$132.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 198A00040454

ARTICLES OF INCORPORATION

OF

Adhav Enterprises, Inc.

FILED
98 AUG 25 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be Adhav Enterprises, Inc.

ARTICLE II - Business and Activities

Adhav Enterprises, Inc. may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, Adhav Enterprises, Inc. is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III - Capital Stock

A. The authorized capital stock of Adhav Enterprises, Inc. and the maximum number of shares of stock that Adhav Enterprises, Inc. is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - Term of Existence

The effective date upon which Adhav Enterprises, Inc. shall come into existence shall be August 21, 1998, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1221 West Colonial Drive, Suite 200, Orlando, Florida 32804, and the name of the initial registered agent of Adhav Enterprises, Inc. at that address is J. BROCK McCLANE. The principal office shall be 616 Nadina Place, Celebration, Florida 34747.

ARTICLE VI - Directors

A. The initial number of Directors of Adhav Enterprises, Inc. shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of Adhav Enterprises, Inc. .

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving Adhav Enterprises, Inc. in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office as long as permitted by these Articles and the By-Laws of Adhav Enterprises, Inc. are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Shailesh Adhav	616 Nadina Place Celebration, Florida 34747
Leigh Adhav	616 Nadina Place Celebration, Florida 34747

F. Any Directors may be removed from office by the holders of a majority of the stock entitled to vote thereon and any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders, provided, however, that the initial Directors named and appointed in Paragraph E of this Article may only be removed by a supermajority vote of 4/5 of the Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator(s)

The names and street addresses of the incorporators signing these Articles are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Shailesh "Taj" Adhav	616 Nadina Place Celebration, Florida 34747

ARTICLE VIII - Lost or Destroyed Certificates

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of Adhav Enterprises, Inc.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of Adhav Enterprises, Inc. provided, however, that any By-Laws adopted by the Directors which are inconsistent with the By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE X - Preemptive Rights

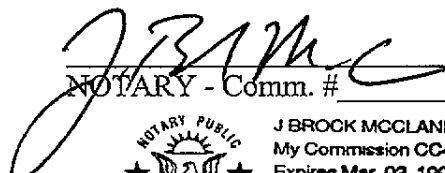

Every Shareholder, upon the sale or resale of any stock of Adhav Enterprises, Inc. of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 24TH day of JULY, 1998.


SHAILESH "TAJ" ADHAV

STATE OF FLORIDA:
COUNTY OF ORANGE:

The foregoing instrument was acknowledged before me this July 24,
1998, by Shailesh "Taj" Adhav who [] is personally known to me or ☒ has produced a Florida
driver's license (# A310-796-63-006-0) as identification and did (did not) take an
oath.


NOTARY - Comm. # _____
 J BROCK MCCLANE
My Commission CC443066
Expires Mar. 02, 1999
Bonded by HAI
800-422-1555
Typed/Printed Name of Notary
My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the Initial Registered agent of Adhav Enterprises, Inc.


J. BROCK MCCLANE

FILED
98 AUG 25 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA