

P98000091352

Division of Corporations.
Tallahassee, Fl.

Re: U-S CAPITAL SERVICES, Inc.

Dear Madam/Sir:

500002673395--1
-10/27/98--01055--007
122.50 *78.75

We have sent the application form to form Corporation.
However, by mistake, the cheque of \$122.50 was not sent.

Apologies for the inconvenience. Please credit my account with
the enclosed check.

Sincerely,

Pradeep Rayachan

TF: 561-795-3653.

DMC
10/27/98

FILED
98 OCT 26 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11098-24209

ARTICLES OF INCORPORATION

OF

U.S. CAPITAL SERVICES, INC.

FILED
98 OCT 26 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons competent to contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME: The name of the corporation shall be:

U.S. CAPITAL SERVICES, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

The general nature of the business to be transacted by this corporation is:

To engage in the origination of loans for commercial and industrial property. To engage in business for any lawful purpose or purposes not specifically forbidden by the laws of the State of Florida; the intention is that none of the objects and powers here and above as specified and clauses contained in this Article, except where otherwise specified in this Article, in no way shall be limited or restricted by reference to or interference from the terms of any other objects, powers or clauses of this Article or any other Article of this Certificate, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 100 shares of \$1.00 par value, common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 149 Dove Cir., West Palm Beach, Florida 33411, and the registered agent is Veena Rayakar, whose address is 149 Dove Cir., West Palm Beach, Florida 33411.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial Board of Directors is as follows:

Veena Rayakar, whose address is 149 Dove Cir., West Palm Beach, Florida 33411.
Pradeep Rayakar, whose address is 149 Dove Cir., West Palm Beach, Florida 33411.

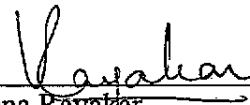
ARTICLE VIII

OFFICERS: The officers of the corporation shall be a President, a Treasurer, a Secretary and any such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such term and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE IX

INCORPORATOR: The name and address of the person signing the Articles of Incorporation is Veena Rayakar, 149 Dove Cir., West Palm Beach, Florida 33411.

IN WITNESS WHEREOF the undersigned has made and subscribed these Articles of Incorporation at Palm Beach Gardens, Florida on the 22nd day of October, 1998.




Veena Rayakar

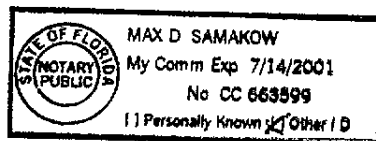
STATE OF FLORIDA)
 ss.
COUNTY OF PALM BEACH)

BEFORE ME the undersigned authority, personally appeared Veena Rayakar, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at West Palm Beach, Florida, in said County and State, this 22nd day of October 1998.



Notary Public
State of Florida at Large




FLORIDA LICENSE

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENTS
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That U.S. Capital Services, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located at 149 Dove Cir., West Palm Beach, County of Palm Beach, State of Florida, has named Veena Rayakar, 149 Dove Cir., West Palm Beach, Florida 33411 as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Veena Rayakar

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TALLAHASSEE, FLORIDA