

P99000037260

Victor N. Das
3138 SW 14th Street
Fort Lauderdale, FL 33312

954-321-5903

768 3284

April 9, 1999

Florida Department of State
Division of Corporations
Attention: Jo Mynard
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation

800002850118--9
-04/26/99--01001--001
*****78.75 *****78.75

Dear Ms. Mynard:

Enclosed please find an original and one copy of the Articles of Incorporation for Das & Associates, Inc. Please file same and return the enclosed copy to me in the self-addressed stamped envelope.

You will also find enclosed a check in the amount of \$78.75 for filing fees and a certified copy. Please return the certified copy in with my other copies.

I thank you for your attention to this matter.

Sincerely,

Victor N. Das

Victor N. Das

Enclosure

FILED
99 APR 23 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DAS AND ASSOCIATES, INC.

FILED
99 APR 23 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I.

CORPORATE NAME

The name of this corporation is DAS AND ASSOCIATES, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation is 3138 SW 14th Street, Fort Lauderdale, FL 33312.

ARTICLE III.

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of no par value, common stock which shall be designated as "Common Shares".

ARTICLE IV.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including importing and exporting.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3138 SW 14th Street, Fort Lauderdale, FL 33312 and the name of the initial registered agent of this corporation at that address is Victor N. Das.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The corporation shall initially have Two (2) directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors are:

Victor N. Das	Director/ President/ Secretary-Treasurer
---------------	--

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Victor N. Das
3138 SW 14th Street
Fort Lauderdale, FL 33312

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

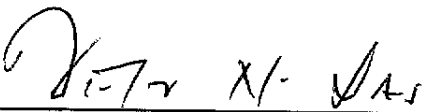
ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 9, 1999



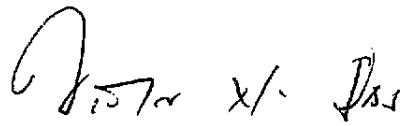
Victor N. Das, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with Section 607.0501, Florida Statutes, the
following is submitted:

That DAS AND ASSOCIATES, INC. desiring to organize or qualify
under the laws of the State of Florida, has named Victor N. Das,
whose address is 3138 SW 14th Street, Fort Lauderdale, FL 33312, as
its agent to accept service of process within Florida.

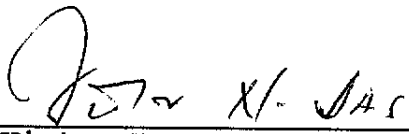
Dated: April 9, 1999



Victor N. Das, Incorporator

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate, I
hereby 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
accepts the obligations of my position as registered agent.

Dated: April 9, 1999



Victor N. Das, Incorporator

FILED
99 APR 23 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA