



SAMUEL S. SOROTA  
Attorney at Law

P99000077181

August 24, 1999

VIA AIRBORNE EXPRESS  
Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Parsi, Inc.

100002868511--0  
-08/25/99--01043--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed herewith are original Articles of Incorporation for the above-referenced corporation, together with my check, No. 5867, for the sum of \$78.75, covering your filing fee and one certified copy. I have provided a completed Airborne Airbill for the "Express" return of the certified copy. My Airborne Account No. is 167975480.

Should you have any questions regarding the foregoing, please contact the undersigned.

Very truly yours,

SAMUEL S. SOROTA  
Attorney-At-Law

RECEIVED DATE  
8/24/99

FILED  
99 AUG 25 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T58/30/99

ARTICLES OF INCORPORATION

OF

PARSI, INC.

ARTICLE I.

The name of the Corporation is: PARSI, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7500 shares at \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

SECTION II.

VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

EFFECTIVE DATE

8/24/99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

39 AUG 25 PM 12:57

FILED

ARTICLE VI.

The street address of the initial principal office of this Corporation is:

1831 N.E. 185 STREET  
MIAMI, FLORIDA 33179

and the name of the initial registered agent of this Corporation and his address is:

SAMUEL S. SOROTA  
801 N.E. 167TH STREET  
SUITE 308  
NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE VII.

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). KOUROSH ALIPOUR

481 IVES DAIRY RD., APT. 405D  
MIAMI, FL. 33179

ARTICLE VIII.

The name and address of the entity signing these Articles of Incorporation is:

KOUROSH ALIPOUR  
481 IVES DAIRY ROAD APT 405D  
MIAMI, FLORIDA, 33179

ARTICLE IX.

AMENDMENT

This corporation reserves the right and power to amend, adopt, alter, or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

Special meetings of shareholders may be called by any shareholder owning at least Fifty (50%) percent of the shares entitled to vote.

ARTICLE XI.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

At each such election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

PURPOSE

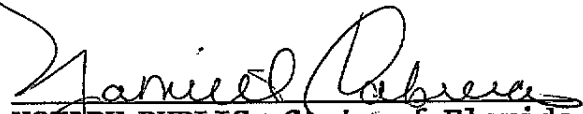
To carry on and conduct in all its branches and departments, as principal or agent, for general purposes, all business incidental or in any way connected therewith.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 24<sup>th</sup> day of August, 1999.

  
KOUROSH ALIPOUR

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared KOUROUSH ALIPOUR personally known to me, who did take an oath and that she executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto  
set my hand and seal, this 24th day of August, 1999.

  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

OFFICIAL NOTARY SEAL  
YAMILET CABRERA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC698682  
MY COMMISSION EXP. NOV. 24, 2001

**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 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT PARSI, INC.. IS DESIRING TO ORGANIZE UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT:

1831 N.E. 185 Street  
MIAMI, FL 33179

AND HAS NAMED:

SAMUEL S. SOROTA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PARSI, INC.

BY: Kourosh Alipour  
KOUROSH ALIPOUR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG 25 PM 12:57

FILED

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, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

BY: Samuel Sorota  
SAMUEL S. SOROTA

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

SWORN TO AND SUBSCRIBED before me, this 24<sup>th</sup> day of August,  
1999.

Yamilet Cabrera  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

