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September 17, 1999

*Via Overnight Delivery*

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

800002991208--8  
-09/20/99--01097--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Transnational Enterprises, Inc.

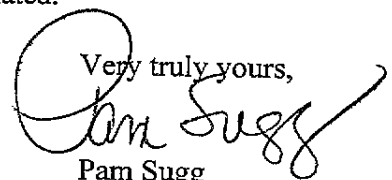
Dear Sir or Madam:

I am enclosing our firm check in the amount of \$78.75 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	35.00
TOTAL	\$78.75

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified in the pre-addressed pre-paid Federal Express envelope enclosed herewith.

Your assistance in this matter is appreciated.

Very truly yours,  


Pam Sugg  
Legal Assistant to David C. Willis

pjs  
Enclosures  
Cc: Mr. Bidyut K. Niyogi

E:\Willis D\Niyogi, Bidyut K\Transnational Enterprises-Incorporation\Sec of State ltrf.doc

FILED  
99 SEP 20 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
9-22-99

**ARTICLES OF INCORPORATION**  
**OF**  
**TRANSNATIONAL ENTERPRISES, INC.**

**ARTICLE I**

The name of this Corporation is Transnational Enterprises, Inc.

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 5,000 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 95 Bulldog Blvd, Suite 207, Melbourne, Florida 32901. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 95 Bulldog Blvd, Suite 207, Melbourne, Florida 32901, and the name of the Corporation's initial registered agent to receive service of process is Bidyut K. Niyogi.

**ARTICLE V**

The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Directors:

**FILED**  
69 SEP 20 PM 2:09  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Name

Address

Bidyut K. Niyogi

95 Bulldog Blvd.  
Suite 207  
Melbourne, FL 32901

Anita Niyogi

95 Bulldog Blvd.  
Suite 207  
Melbourne, FL 32901

ARTICLE VI

The name and address of the incorporator is Bidyut K. Niyogi.

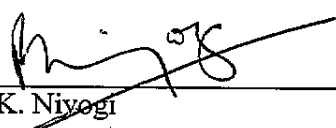
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: September 8, 1999.

  
\_\_\_\_\_  
Bidyut K. Niyogi

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me on Sept 8, 1999, by  
Bidyut K. Niyogi, who is personally known to me or has produced  
\_\_\_\_\_ (type of identification) as identification.



Debra L Cool

My Commission CC750397

Expires August 8, 2001

Debra L Cool  
Name: DEBRA L. COOL  
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:

August 8, 2001



Debra L Cool

My Commission CC750397

Expires August 8, 2001

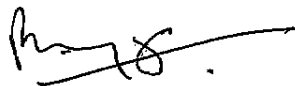
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

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

That Transnational Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 95 Bulldog Blvd, Suite 207, Melourne, FL 32901, Brevard County, State of Florida, has named Bidyut K. Niyogi as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Bidyut K. Niyogi  
(Registered Agent)

**FILED**  
99 SEP 20 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA