

ARTICLES OF INCORPORATION
OF
HIMALAY, INC.

KNOW ALL MEN BY THESE PRESENTS that, the undersigned, as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HIMALAY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which this corporation is formed are:

(a) The purchase and sale of property, property management and auction pertaining to both real and personal property of whatsoever kind or character.

(b) To do and engage in any business which a natural person can do.

(c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

(e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(f) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

(h) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purposes of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(j) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects of other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(k) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as the objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby

expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) of the par value of One and No/100 Dollars (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is P.O. Box 271, Helene, Alabama 35080, and the name of its initial registered agent at such address is Hemant Modi.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|---|
| Hemant Modi | 1017 Thompson Road Alabaster, AL 35007 |
| Harry Modi | 110 St. Charles Drive Helena, AL 35080 |
| Jyoti Modi | 1008 Little Turtle Circle Birmingham, AL 35242 |
| Vasant Modi | 500 4 th Avenue, East Oneonta, AL 35121 |

SEVENTH: The names and addresses of the incorporators are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|---|
| Hemant Modi | 1017 Thompson Road Alabaster, AL 35007 |

Harry Modi

110 St. Charles Drive
Helena, AL 35080


Jyoti Modi

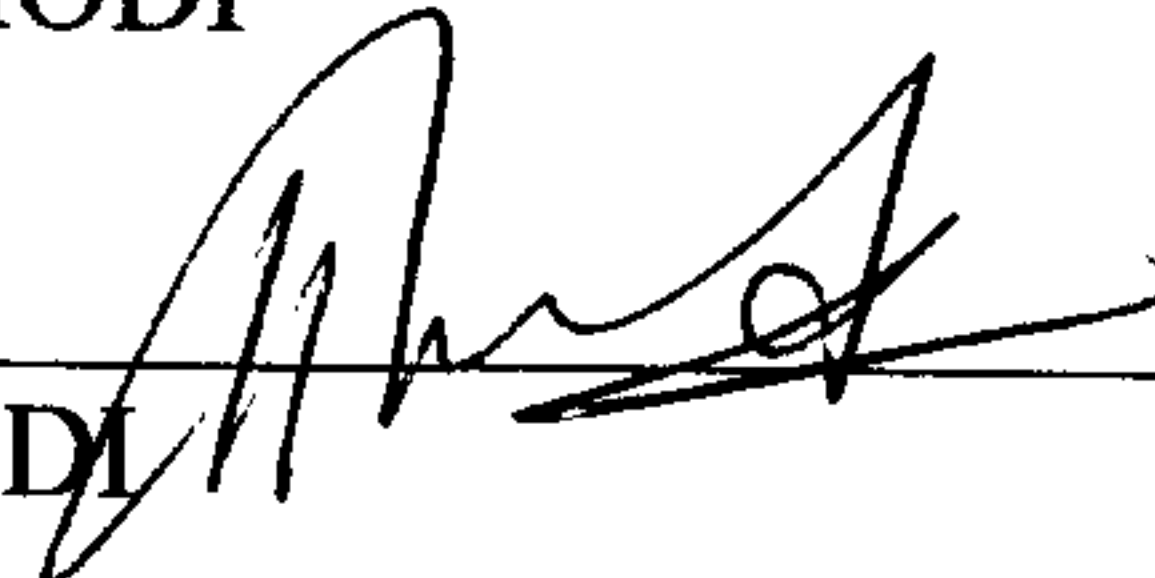
1008 Little Turtle Circle
Birmingham, AL 35242

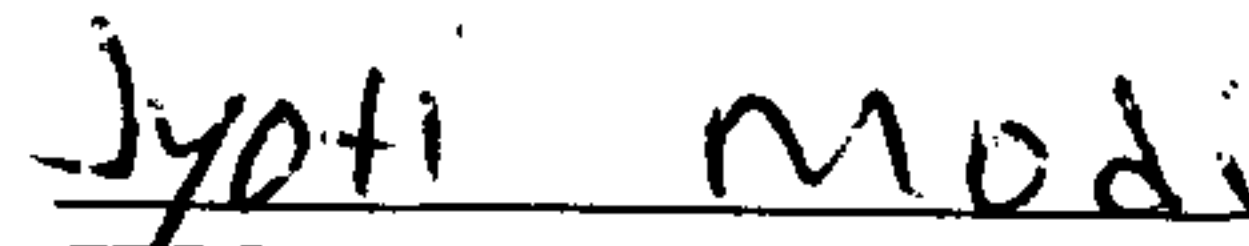
Vasant Modi

500 4th Avenue, East
Oneonta, AL 35121

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation on this the 12th day of February, 2003.


HEMANT MODI


HARRY MODI


JYOTI MODI


VASANT MODI

This instrument was prepared by:

Donna J. Beaulieu

Attorney at Law

Suite 6, 2166 Highway 31 South

Pelham, Alabama 35124

Mail: P.O. Drawer 357

Saginaw, AL 35137

VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
HIMALAY, INC.

STATE OF ALABAMA:


SHELBY COUNTY:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Hemant Modi, being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of HIMALAY, INC., a proposed corporation, to receive subscriptions to the capital stock of said corporation.

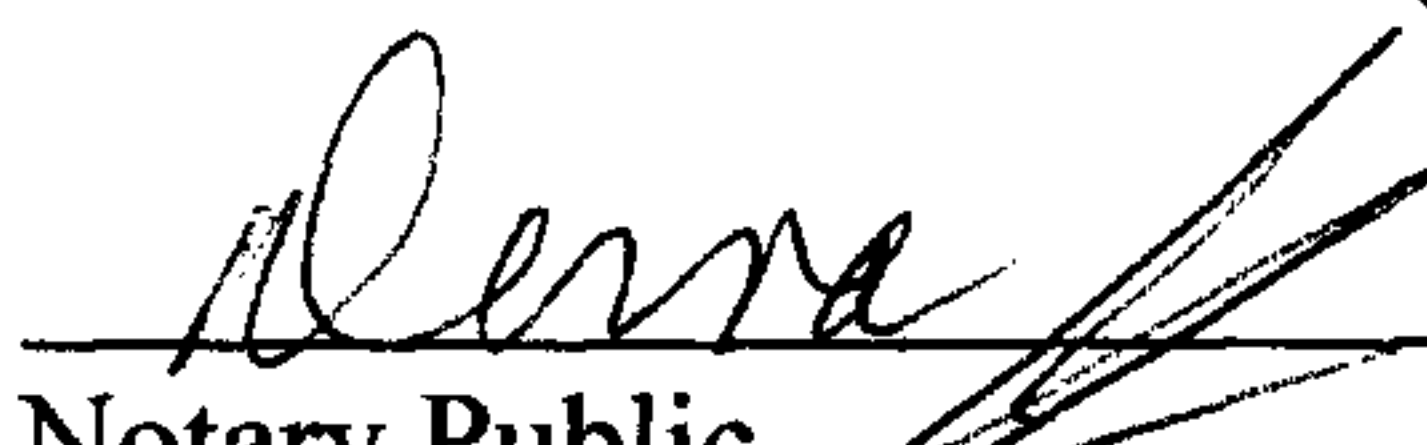
That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00) which said amount is the minimum amount required by law.

That the said Hemant Modi, has paid in cash and/or contributions to the capital assets to affiant as such agent for the said incorporators and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.



HEMANT MODI

Sworn to and subscribed before me on this 12th day of February, 2003.



Notary Public

EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
HIMALAY, INC.

STATE OF ALABAMA:

SHELBY COUNTY:

I, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite my respective name, said stock to be issued by an Alabama corporation to be styled "HIMALAY, INC." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by me that the said stock will be paid for by the undersigned, incorporator of said Alabama corporation upon the formation of the same.

Common stock is One and No/100 Dollars (\$1.00) per share.

| NAME OF SUBSCRIBER | NO. OF SHARES SUBSCRIBED FOR | CONSIDERATION |
|--------------------|---------------------------------|---------------|
| Hemant Modi | 250 | \$250.00 |
| Harry Modi | 250 | \$250.00 |
| Jyoti Modi | 250 | \$250.00 |
| Vasant Modi | 250 | \$250.00 |

Done this the 12th day of February, 2003.

Hemant Modi
HEMANT MODI

Harry Modi
HARRY MODI

Jyoti Modi
JYOTI MODI

Vasant Modi
VASANT MODI

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

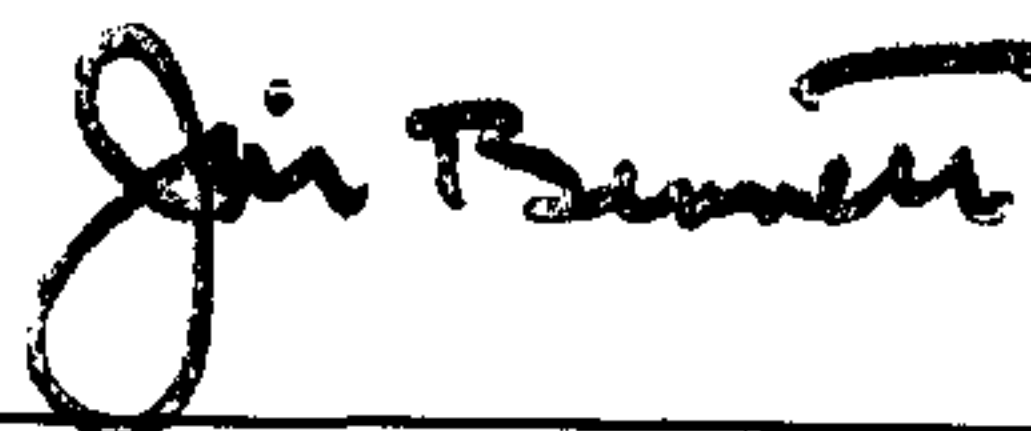
Himalay, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Donna J Beaulieu, PO Box 357, Saginaw, AL 35137 for a period of one hundred twenty days beginning December 18, 2002 and expiring April 18, 2003.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 18, 2002

Date



Jim Bennett

Secretary of State

