



The State of Texas

Secretary of State

FEB. 23, 1995

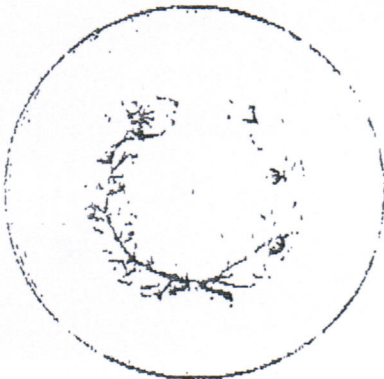
MEA - JOSE PULLOKARAN
11810 LAMPREY
HOUSTON ,TX 77099-4021

RE:
MALAYALEE ENGINEERS' ASSOCIATION, INC.
CHARTER NUMBER 01346439-01


IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,


Antonio O. Garza, Jr., Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

MALAYALEE ENGINEERS' ASSOCIATION, INC.
CHARTER NUMBER 01346439

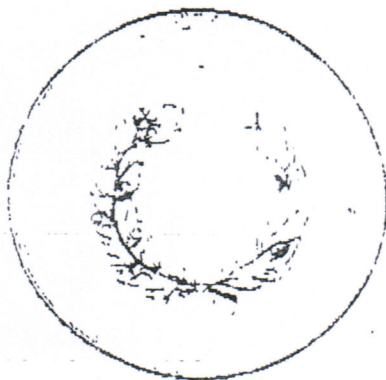
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

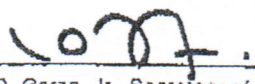
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED FEB. 23, 1995

EFFECTIVE FEB. 23, 1995




Antonio O. Garza, Jr., Secretary of State

FEB 23 1995

CORPORATIONS SECTION

MEA

MALAYALEE ENGINEERS' ASSOCIATION, Inc

ARTICLES OF INCORPORATION

We the undersigned, a majority of whom are citizens of the United States, of age 18 or older, do hereby adopt the following articles of incorporation to form a Non-Profit Corporation.

I

The name of the corporation shall be "MALAYALEE ENGINEERS' ASSOCIATION, Inc

II

The Corporation is a Non-Profit Corporation.

III

The period of duration shall be perpetual.

IV

The initial registered office of the Corporation shall be-
11810 Lamprey,
HOUSTON, TX 77099-4021.
and the registered agent at such address shall be Jose Pullokaran.

V

Malayalee Engineers' Association, Inc. shall be organized exclusively for educational, scientific and social purposes.

VI

The organization shall be governed by a board of trustees of five members. The initial members of this board of trustees and their respective addresses are

1. Sagar N.Vidyasagar
16902 Soaring Forest Dr.
HOUSTON, TX 77059
2. Satish Nair
8711 Warrenford Dr.
HOUSTON, TX 77083
3. Jacob C.Stephen
12103 Manor Gate Dr.
HOUSTON, TX 77031-3041
4. Paul Joseph
9700 Court Glen # 2311
HOUSTON, TX 77099
5. Jose Pullokaran
11810 Lamprey,
HOUSTON, TX 77099-4021

MEA

MALAYALEE ENGINEERS' ASSOCIATION, Inc

VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

VIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IX

The names and addresses of the incorporators all of whom are 18 years or older are:

1. Sagar N. Vidyasagar
16902 Soaring Forest Dr.
HOUSTON, TX 77059
2. Satish Nair
8711 Warrenford Dr.
HOUSTON, TX 77083
3. Jacob C. Stephen
12103 Manor Gate Dr.
Houston, Tx 77031-3041
4. Paul Joseph
9700 Court Glen # 2311
HOUSTON, TX 77099
5. Jose Pullokar
11810 Lamprey
HOUSTON, TX 77099-4021

MIEA

MALAYALEE ENGINEERS' ASSOCIATION, Inc

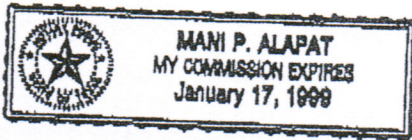
In witness whereof we have hereunto set our hands this 16th day of February 1995.

1. Sagar N. Vidyasagar *Sagar N. Vidyasagar*
2. Satish Nair *Satish Nair*
3. Jacob C. Stephen *Jacob C. Stephen*
4. Paul Joseph *Paul Joseph*
5. Jose Pullokarar *Jose Pullokarar*

I Mani P. Alapat, a notary public do certify that on this 16th day of February 1995 personally appeared

Sagar N. Vidyasagar, Satish Nair, Jacob C. Stephen, Paul Joseph and Jose Pullokarar, who each being by me first duly sworn, severally declared that they are the persons who signed the document as incorporators and that the statements contained therein are true.

In witness where of I have hereunto set my hand and seal on the day and year above written.



Mani P. Alapat
Notary Public for the state of Texas

My commission expires: 1-17-99