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ID Number: 147942



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

MAY 06 2005
By KMC
M65808

BUSINESS CORPORATION

**APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is DESMAN, INC

2. It is incorporated under the laws of DELAWARE

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
n/a

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
n/a

4. The date of its incorporation is August 20, 1984 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street
Wilmington, Delaware 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C.T. CORPORATION
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
consulting services

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>John Fujiwara</u>	<u>49 West 37th Street, 5th Flr, New York, NY 10018</u>
Director	<u>Giri Chhabra</u>	<u>49 West 37th Street, 5th Flr, New York, NY 10018</u>
President	<u>Giri Chhabra</u>	<u>49 West 37th Street, 5th Flr, New York, NY 10018</u>
Vice President	<u>Anup Chhabra</u>	<u>49 West 37th Street, 5th Flr, New York, NY 10018</u>
Treasurer	<u>Giri Chhabra</u>	<u>49 West 37th Street, 5th Flr, New York, NY 10018</u>
Secretary	<u>John Fujiwara</u>	<u>49 West 37th Street, 5th Flr, New York, NY 10018</u>

STATE OF RHODE ISLAND
BUREAU OF CORPORATIONS
PROVIDENCE

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000	Common		\$1.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
87,534	Common		\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 15,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: May 2, 2005

DESMAN, INC.
Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

AND

By _____
 Secretary or Assistant Secretary (check one)

STATE OF NJ
COUNTY OF WJ

appeared In New York on this 2nd day of May, 2005, before me personally Giri Chhabra who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

EVANGELINE I. ALICEA
Notary Public, State of New York
No. 01AL5033361
Qualified in Queens County
Commission Expires Sept. 19, 2008

Evangeline Alicea
Notary Public
My Commission Expires: 9/19/06

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DESMAN, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF AUGUST, A.D. 1984, AT 10 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3852786

DATE: 05-03-05

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