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FOREIGN PROFIT QUALIFICATION

ELR HOLDING, INC.

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Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 31, 2000

EMPIRE CORP. KIT COMPANY

SUBJECT: ELR HOLDING, INC.
REF: W00000018998

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We need the mailing address.,

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tammi Cline
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H00000040125

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ELR HOLDING, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated)
3. (FEI number, if applicable)

4. July 27, 2000 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. July 28, 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 30 OLD RUDNICK LANE DOVER, DE 19901 (Current mailing address)

8. To transact business in the State of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Louis J. Terminello, Esq.
Office Address: Terminello & Terminello, P.A.
2700 S.W. 37th Avenue
Miami, Florida, 33133 (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
Louis J. Terminello

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Elizabeth Lewis

Address: 2700 S.W. 37th Avenue

Miami, FL 33133

Vice Chairman:

Address:

Director: Elizabeth Lewis

Address: 2700 S.W. 37th Avenue

Miami, FL 33133

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Elizabeth Lewis

Address: 2700 S.W. 37th Avenue

Miami, FL 33133

Vice President:

Address:

Secretary: Elizabeth Lewis

Address: 2700 S.W. 37th Avenue

Miami, FL 33133

Treasurer: Elizabeth Lewis

Address: 2700 S.W. 37th Avenue

Miami, FL 33133

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elizabeth Lewis, President, Director, Chairman

(Typed or printed name and position)

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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELR HOLDING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELR HOLDING, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

07-28-00

DATE:

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EMPIRE CORPORATE KIT

AUG-01-2000 13:25

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**UNANIMOUS CONSENT IN LIEU OF
ORGANIZATION MEETING OF INCORPORATORS**

ELR Holding, Inc.

THE UNDERSIGNED, being the sole incorporator of the above named corporation, a corporation organized under the laws of the State of Delaware, does hereby adopt the following resolutions:

RESOLVED, That a copy of the Certificate of Incorporation of this corporation, which has been filed in the office of the Secretary of State of Delaware, be prefixed to the minutes and that this corporation proceed to do business thereunder, and a certified copy has been sent to the Office of the Kent County Recorder of Deeds for recording.

RESOLVED, That the following are designated to constitute the Board of Directors of this corporation, to hold office for the ensuing year and until successors are chosen and qualified:

Elizabeth Lewis
4350 North Bay Road
Miami Beach, Florida 33140

RESOLVED, That the Board of Directors be and it is hereby authorized to adopt a form of By-Laws for the regulation of the affairs of the corporation and insert said adopted By-Laws into the minute book immediately following the copy of the Certificate of Incorporation.

RESOLVED, That the Board of Directors be and it is hereby authorized to issue the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amounts and proportions as from time to time shall be determined by the Board, and to accept in full or in part payment thereof such property as the Board may determine shall be good and sufficient consideration and necessary for the business of the corporation.

RESOLVED, That the Board of Directors be and it is hereby authorized to take any action necessary for the full organization and conduct of business of the corporation including, but not limited to, the establishment of bank accounts, and entering into contracts.

Corporator America, Inc., Incorporator

Page Bell
Page Bell Assistant Secretary

DATED: July 27, 2000

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DELAWARE, FLORIDA
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