



THE UNITED STATES CORPORATION COMPANY

PO1000030230

ACCOUNT NO. : 072100000032
REFERENCE : 089336 80881A
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 70.00

01 MAR 23 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : March 23, 2001
ORDER TIME : 2:30 PM
ORDER NO. : 089336-005
CUSTOMER NO: 80881A

900003908319--2

CUSTOMER: Joan W. Byrd, Legal Assistant
Fassett Anthony & Taylor, P.a.
1325 West Colonial Drive
Orlando, FL 32804

DOMESTIC FILING

NAME: ELITE EXECUTIVE AGENTS, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

Handwritten initials and date: SM 3/23/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 23 PM 3:18
NOT INTENDED TO ACKNOWLEDGE SUFFICIENCY OF FILING

FILED

**ARTICLES OF INCORPORATION
OF
ELITE EXECUTIVE AGENTS, INC.**

01 MAR 23 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ELITE EXECUTIVE AGENTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 5814 Masters Boulevard, Orlando, Florida 32819.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

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or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1325 West Colonial Drive, Orlando, Florida 32804.

The name of the initial registered agent of this corporation at that address shall be John A. Taylor.

ARTICLE VII - INITIAL DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial members of the Board of Directors is:

Name

Address

Randall J. Welsh

5814 Masters Boulevard
Orlando, Florida 32819

ARTICLE VIII - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name

Address

Office

Randall J. Welsh

5814 Masters Boulevard
Orlando, FL 32819

President/
Secretary/
Treasurer

ARTICLE IX - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XI - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed

upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

John A. Taylor
1325 West Colonial Drive
Orlando, Florida 32804

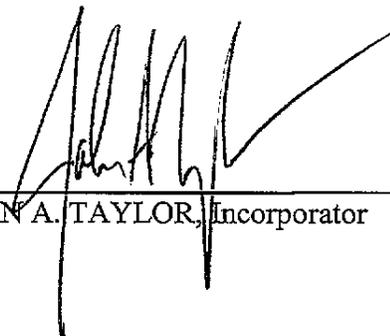
ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of
March, 2001.



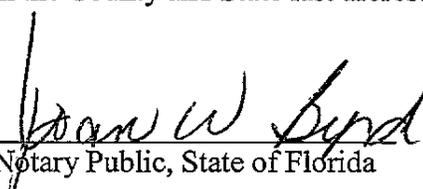
JOHN A. TAYLOR, Incorporator (SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

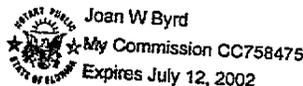
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared JOHN A. TAYLOR, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that HE subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of
March, 2001.



Notary Public, State of Florida

Print Name: Joan W. Byrd



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

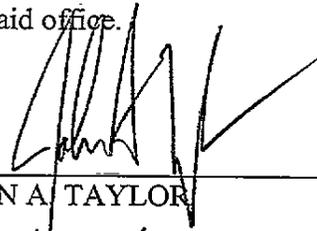
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, ELITE EXECUTIVE AGENTS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent John A. Taylor, 1325 West Colonial Drive, Orlando, Florida 32804, to accept service of process within this State.

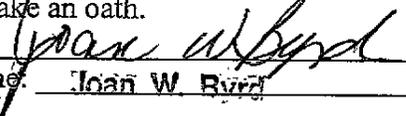
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN A. TAYLOR

SWORN TO AND SUBSCRIBED before me this 12th day of March, 2001 by John A. Taylor, who is personally known to me and who did take an oath.



Name: Joan W. Byrd

Notary Public, State of Fla.

 Joan W Byrd
My Commission CC758475
Expires July 12, 2002