

P03000022932

(Requestor's Name)

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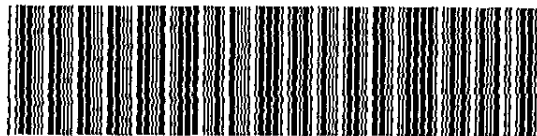
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10/07/03--01035--004 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 OCT 23 PM 3:48

Amended & Restated
LFB
10-23-03

October 3, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Second Amended and restated Articles of Incorporation for ELA, Inc.

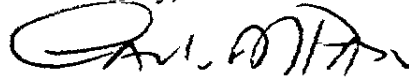
Sir/Madam:

Enclosed for filing are check no. 2691 in the amount of \$43.75 and an original plus one copy of the Second Amended and Restated Articles of Incorporation for ELA, Inc.

Once filed, please return a certified copy in the self-addressed envelope.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Sincerely,



Carlos M. Pazos
c/o 299 Alhambra Circle, Suite 203
Coral Gables, FL 33134
Tel.: 305/443-1919
Fax: 305/443-1119



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 15, 2003

Carlos M. Pazos
% 299 Alhambra Circle, Suite 203
Coral Gables, FL 33134

SUBJECT: ELA, INC.
Ref. Number: P03000022932

We have received your document for ELA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Document Specialist Supervisor

Letter Number: 003A00056177

Attached please find corrected documents. Thank you for your attention to this matter.

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ELA, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

2003 OCT 23 PM 3:49

The undersigned, Pedro Becerra, being the duly elected President of ELA, Inc., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on February 25, 2003, effective February 21, 2003, under Document Number P03000022932, and subsequently amended and restated on March 24th, 2003.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows, which Amended and Restated Articles of Incorporation changes the articles naming the initial directors an initial officer of the Corporation:

ARTICLE I -- NAME

The name of this corporation is ELA, Inc.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

c/o 911 West Mowry Drive
Homestead, Florida 33030.

ARTICLE III -- PURPOSE

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

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

c/o 299 Alhambra Circle
Suite 203
Coral Gables, Florida 33134;

and the name and address of the registered agent of this corporation is:

Carlos M. Pazos
299 Alhambra Circle
Suite 203
Coral Gables, Florida 33134.

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which the Articles of Incorporation were filed with the Secretary of State of the State of Florida.

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Carlos M. Pazos
299 Alhambra Circle
Suite 203
Coral Gables, Florida 33134.

ARTICLE VIII -- BOARD OF DIRECTORS

The Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the director of this corporation is:

Pedro Becerra
911 West Mowry Drive
Homestead, Florida 33030

ARTICLE IX -- OFFICERS

The name, title and address of the officers of this corporation are:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Pedro Becerra	911 West Mowry Drive Miami, Florida 33187	President
Eddy N. Gil	16991 SW 156 Court Miami, Florida 33187	Secretary
Michel F. Pena	911 West Mowry Drive Miami, Florida 33187	Treasurer

ARTICLE X -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE XI -- INDEMNIFICATION


This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XII -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Such second amendment to, and second amendment and restatement of, the Articles of Incorporation of the Corporation have been duly and unanimously authorized and directed by Written Consent of the Board of Directors and shareholders of the Corporation October 3rd, 2003. Such second amendment and restatement of the Articles of Incorporation of the Corporation supersedes the original Articles of Incorporation of the Corporation, and the first amendment filed February 25th, 2003 and March 24th, 2003, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator as of the 21st day of October, 2003.


Pedro Becerra
President