

CITRIN & BLINDERMAN, P.A.
ATTORNEYS AT LAW

RICHARD I. BLINDERMAN
CHARLES J. CITRIN

DIRECT LINE

P9500004660

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

600001382376
-01/18/95--01008--011
****122.50 ****122.50

Re: Eli Geralt Corporation
Our File No. 223.01-94

Dear Sir or Madam:

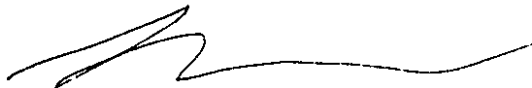
Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Eli Geralt Corporation. Enclosed, as well, is a \$122.50 check for the following:

Certified Copy	52.50
Registered Agent Designation	35.00
Filing Fees	<u>35.00</u>
TOTAL	\$122.50

Upon your receipt and filing of the documents, please send me, at the address stated below on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,



Richard I. Blinderman

RIB:sh

Enclosures

cc: Jamie Solano

eli\sec-st.art

1/19/95

TALLAHASSEE, FLORIDA

95 JAN 17 AM 10:01

FBI

ARTICLES OF INCORPORATION
OF
ELI GERALT CORPORATION

FILED
55 JAN 17 AM 10:01
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
Name

The name of the Corporation is Eli Geralt Corporation.

ARTICLE II
Duration

The term of existence of the Corporation is perpetual.

ARTICLE III
Nature of Business

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
Capital Stock

The aggregate number of shares which the Corporation has authority to issue is five hundred (500), all of which shall be common stock having a par value of ONE ONE-HUNDREDTH OF A DOLLAR (\$.01) per share.

ARTICLE V
Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
Registered Office

The street address of the initial registered office of the Corporation is:

One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131

The name of the registered agent at such address is:

Richard I. Blinderman

ARTICLE VII
Principal Office

The initial street address of the principal office of the Corporation in the State of Florida is:

1810 N.W. 34th Avenue
Miami, Florida 33125

ARTICLE VIII
Directors

The initial board of directors of the Corporation shall consist of one member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the sole member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Jaime Solano	1810 N.W. 34th Avenue Miami, Florida 33125

ARTICLE IX
Incorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jaime Solano	1810 N.W. 34th Avenue Miami, Florida 33125

ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director to the full extent permitted by law.

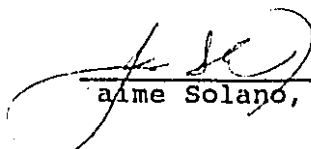
ARTICLE XI
**Reimbursement for Organizational and Certain
Other Preincorporation Expenses; Adoption of Contracts**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of January, 1995.


Jaime Solano, Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, personally appeared JAMIE SOLANO to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who produced his Florida Driver's License as proof of identity.

Witness my hand and official seal this 11th day of January, 1995, in the aforesaid County and State.


Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JUNE 19, 1995
BONDED THRU GENERAL INS. CO.

FLA. DRIVER'S LICENSE # 45-400-58-173-D
EXP 5/94

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Articles of Incorporation
ELI GERALT CORPORATION

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CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE

IN COMPLIANCE WITH CHAPTER 607, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

ELI GERALT CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF
MIAMI, STATE OF FLORIDA, HAS NAMED RICHARD I. BLINDERMAN LOCATED AT
ONE BISCAYNE TOWER, SUITE 3400, 2 SOUTH BISCAYNE BOULEVARD, MIAMI,
FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE: 

JAIME SOLANO, Incorporator

DATE: January 11, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

RICHARD I. BLINDERMAN,
Registered Agent

DATE: January 11, 1995

FILED
95 JAN 17 AM 10:01
TALLAHASSEE, FLORIDA