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GALLET DREYER & BERKEY, LLP

ATTORNEYS AT LAW

845 Third Avenue - 8th Floor
New York, NY 10022 - 6601
Telephone 212 - 935 - 3131
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March 14, 2005

Via Overnight Mail

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399
Tel. (850) 245-6051

Re: ELFC Holdings LLC
Our File No. 3903.001


Dear Sir or Madam:

Enclosed for filing please find the articles of organization for a new limited liability corporation to be formed. Also enclosed please find the filing fee check in the amount of \$125 payable to the Department of State.

Thank you for your attention to this matter.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



David T. Azrin

DTA/gmj
Enclosure

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CORPORATION SERVICE COMPANY

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05 MAR 22 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 271648 4342896

AUTHORIZATION :

COST LIMIT : \$ PPD *See attached letter*

ORDER DATE : March 22, 2005

ORDER TIME : 3:11 PM

ORDER NO. : 271648-005

CUSTOMER NO: 4342896

CUSTOMER: David Azrin, Esq.
Gallet Dreyer & Berkey, Llp

8th Floor
845 Third Avenue
New York, NY 10022

DOMESTIC FILING

NAME: ELFC HOLDINGS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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05 MAR 22 PM 4:16
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 16, 2005

DAVID T. AZRIN
GALLET DREYER & BERKEY, LLP
845 THIRD AVE, 8TH FLOOR
NEW YORK, NY 10022-6601

SUBJECT: ELFC HOLDINGS, LLC
Ref. Number: W05000013662

We have received your document for ELFC HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 205A00018060

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ELFC HOLDINGS LLC

FILED
05 MAR 22 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is ELFC HOLDINGS LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The mailing address for the Company is 3804 Bailey Avenue, #E1, Bronx, New York 10463, and the street address of the place of business for the Company is 331 N.E. 18th Street, Miami, Florida 33132. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at New York, New York, on March 14, 2005.

By:


David T. Azrin, Esq.

Incorporator and authorized representative

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company


As registered agent

Brian Courtney
Asst. V. Pres.