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LAW OFFICES

GUSTAVO A. PINES

3301 PONCE DE LEON BLVD.
SUITE 200
CORAL GABLES, FLORIDA 33134

ALSO ADMITTED IN D.C.

TELEPHONE: (305) 446-7493
(305) 461-5757
FAX: (305) 529-0002

March 7, 2000

Florida Secretary of State
Division of Corporation
P.O. BOX 6327
Tallahassee, Florida 32314

100003163861--1
-03/09/00-01067--018
*****78.75 *****78.75

RE: ELPAS INTERNATIONAL, INC.

Dear Sir/Madam:

Please find enclosed the Original Articles of Incorporation of ELPAS INTERNATIONAL, INC. along with Check #1423 in the amount of \$78.75 made payable to Florida Secretary of State.

Also find enclosed a copy of the Article of Incorporation along with a self addressed stamped envelope, so that a stamped copy of the article could be return to our office.

Thanking you in advance for your attention to this matter.

Sincerely,



Gustavo A. Pines, Esq.

GAP/mb
Enclosures

FILED
00 MAR - 9 PM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

MAR 16 2000

ARTICLES OF INCORPORATION

OF

ELPAS INTERNATIONAL, INC.

00 NMR -9 PM 8:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: ELPAS INTERNATIONAL, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares at a par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than \$1,000.00..

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

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

13900 Lake Placid Court
Apt. A-32
Miami Lakes, FL 33014

The board of directors may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders, but there shall always be at least two directors.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities.

to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firm or corporation, provided that the fact he/she is so interested shall be disclosed or shall have been known to the Board of Directors or members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors and the officer who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, is as follows:

DIRECTORS

FRIEDRICH W. SIEGEL

13900 Lake Placid Court
Apt. A-32
Miami Lakes, FL 33014

OFFICERS

FRIEDRICH W. SIEGEL
President/Secretary

13900 Lake Placid Court
Apt. A-32
Miami Lakes, FL 33014

ARTICLE IX

This corporation shall designate Gustavo A. Pines, Esq. with offices located at: 3301 Ponce De Leon Blvd., Suite 200, Coral Gables, Florida 33134 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

ARTICLE X

The name and the address of the incorporators subscribing to these Articles are: Gustavo A. Pines, Esq., 3301 Ponce De Leon Blvd, Suite 200, Coral Gables, Florida 33134

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

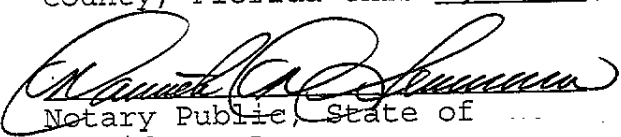
IN WITNESS WHEREOF, the undersigned has set his hand and seal at Coral Gables, Miami-Dade County, Florida, this 9th day of March, 2000.

Gustavo A. Pines, Esq., Incorporator
3301 Ponce De Leon Blvd.
Suite 200
Coral Gables, Florida, 33134

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, Gustavo A. Pines, Esq., to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Coral Gables, Dade County, Florida this 9th day of March, 2000.


Notary Public, State of
Florida at Large

(print name)

My Commission Expires:



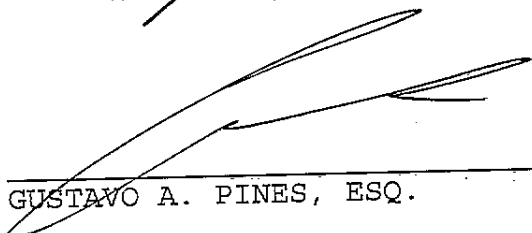
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA, NAMING AN AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes the following is submitted:

That ELPAS INTERNATIONAL, INC., desiring to qualify under the laws of the State of Florida, has named GUSTAVO A. PINES, ESQ., 3301 Ponce De Leon Blvd, Suite 200, Coral Gables, Florida 33134, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and 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.

Dated this 14th day of March, 2000.


GUSTAVO A. PINES, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR -9 PM 8:08

FILED