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LAW OFFICES

CURTIS S. FALLGATTER, P.A.

OLD TITLE & TRUST COMPANY BUILDING
200 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202
E-MAIL: FALLGATTERLAW@ILNK.COM

CURTIS S. FALLGATTER
MUSA K. FARMAND

TELEPHONE
904-353-5800
FACSIMILE
904-353-5801

February 28, 2001

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400003799024--5
-03/05/01--01142--006
*****70.00 *****70.00

Re: Articles of Incorporation for Elite Promotions, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for Elite Promotions, Inc. for filing with the Secretary of State. Also enclosed is a check in the amount of \$70.00 for the filing fee. Upon filing of the articles, please return a file stamped copy to:

Mr. Samuel Banks
1534 Windhaven Dr. E.
Jacksonville, Florida 32225

Thank you for your assistance in this matter. If you should need anything further, please do not hesitate to contact me.

Sincerely,

Rachel Schwerdtfeger
Rachel Schwerdtfeger

Encls.: 1. Original and 1 copy of Articles of Incorporation
2. Check for \$70.00

cc: Mr. Samuel Banks
66989

FILED
01 MAR -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch
MAR 7 2001

ARTICLES OF INCORPORATION

OF

ELITE PROMOTIONS, INC.

ARTICLE I-NAME

The name of this Corporation is ELITE PROMOTIONS, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 8090 Atlantic Boulevard, Ste. D88, Jacksonville, Florida 32211.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

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

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Dollar (\$1.00) per share.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1534 Windhaven Dr. E., Jacksonville, Florida 32225, and the name of its initial registered agent at such address is Samuel L. Banks.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

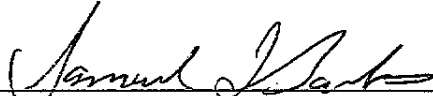
The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2), and the name and address of each person to serve as Director is:

Samuel L. Banks	1534 Windhaven Dr. E. Jacksonville, Florida 32225
David L. Yarbrough	7528 Arlington Exp., #321 Jacksonville, Florida 32211

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Samuel L. Banks, 1534 Windhaven Dr. E., Jacksonville, Florida 32225.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 28th day of February, 2001.



Samuel L. Banks, Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 28th
day of February, 2001 by Samuel L. Banks. He is personally known to
me.

Rachel D. Schwerdtfeger
Notary Public for the State of
Florida at Large

My Commission Expires:

Commission Number:




RACHEL D. SCHWERTFEGER
COMMISSION # CC 672703
EXPIRES AUG 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

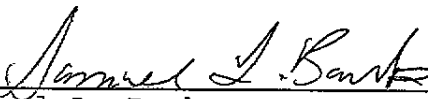
That Elite Promotions, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Samuel L. Banks, located at 1534 Windhaven Dr. E., Jacksonville, Florida 32225, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Samuel L. Banks, Incorporator
Date: 2/28/01

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Samuel L. Banks hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Samuel L. Banks
Date: 2/28/01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR -5 PM 1:09

FILED