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FILED  
01 MAY 29 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 22, 2001

Department of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of Englehart and Ellis, Inc.

300004325819--4  
-05/29/01--01120--021  
-- \*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced company and a check in the amount of \$87.50 representing the filing fee, certified copy, and certificate of status. Please forward a copy of the recorded documents to the following address:

J.B. Grossman, Esq.  
Adorno & Zeder, P.A.  
700 South Federal Highway  
Suite 200  
Boca Raton, Florida 33432

We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 561-393-5660.

Sincerely,

J.B. Grossman, Esq.

**ARTICLES OF INCORPORATION  
OF  
ENGLEHART AND ELLIS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Englehart and Ellis, Inc..

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is five million (5,000, 000) shares. All such shares shall be of a single class, designated as common. The par value of such shares is \$.001.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The corporation elects to have preemptive rights.

**ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such

persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition section of the Florida Business Corporation Act (§ 607.0902) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Ron Tipton  
17875 Cherry Street  
Hesperia, California 92345

#### ARTICLE X

The initial registered agent of the corporation is J.B. Grossman. The street address of the corporation's initial registered office is 700 South Federal Highway, Suite 200, Boca Raton, Florida 33432.

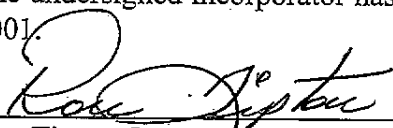
#### ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 17875 Cherry Street, Hesperia, California 92345.

#### ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Ron Tipton, located at 17875 Cherry Street, Hesperia, California 92345.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 2001.

  
\_\_\_\_\_  
Ron Tipton, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

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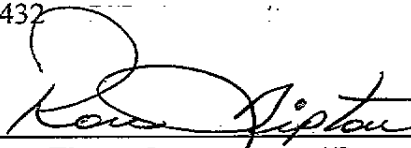
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.*

The name of the corporation is Englehart and Ellis, Inc.

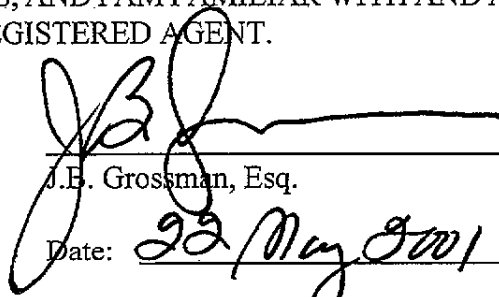
The name and address of the registered agent and office is:

J.B. Grossman, Esq.  
Adorno & Zeder, P.A.  
700 South Federal Highway  
Suite 200  
Boca Raton, Florida 33432

  
\_\_\_\_\_  
Ron Tipton, Incorporator / Date

28 May 2001

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 ACCEPT THE APPOINTMENT TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
J.B. Grossman, Esq.

Date:

22 May 2001