

P020000082326

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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TALLAHASSEE, FLORIDA

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****105.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Elite Entertainment International, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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C. Coullatte SEP 12 2002

Examiner's Initials

**RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF**

ELITE ENTERTAINMENT INTERNATIONAL, INC.

The undersigned President of ELITE ENTERTAINMENT INTERNATIONAL, INC. executes these Restatement of Articles of Incorporation of ELITE ENTERTAINMENT INTERNATIONAL, INC. pursuant to Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **ELITE ENTERTAINMENT INTERNATIONAL, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 6306 Southwest 191st Avenue, Pembroke Pines, Florida 33332 and the mailing address is the same.

ARTICLE 4 - ADOPTION

These Restatement of Articles of Incorporation were adopted on 10 September 2002, and the number of votes cast by the Shareholders for the Amendment of the Restated Articles of Incorporation was sufficient for approval. Only one voting group of Shareholders was entitled to vote thereon.



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LAWYERS

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ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Melissa L. Nadel
Vice-President:	Alper Yarali
Secretary:	Alper Yarali
Treasurer:	Melissa L. Nadel

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Melissa L. Nadel
Alper Yarali

whose addresses shall be the same as principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

The Corporation is authorized to issue **FIFTEEN MILLION** (15,000,000) shares, 10,000,000 of which are designated "Common Stock", \$.001 par value, and 5,000,000 of which are designated "Preferred Stock", \$.001 par value. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. The Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE 8 - INCREASING OR REDUCING DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind from time to time any or all of the bylaws of the Corporation; provided, however, that any bylaw amendment adopted by the Board of Directors increasing or reducing the authorized



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number of directors or amending, repealing, altering or rescinding Article 3, Section 3.2 of the Bylaws of the Corporation shall require a resolution adopted by the affirmative vote of not less than sixty-six and two-thirds percent (66-2/3%) of the directors. Any Bylaw amendment adopted by the stockholders increasing or reducing the authorized number of directors or amending, repealing, altering or rescinding Article 3, Section 3.2 of the Bylaws of the Corporation shall require the approval of not less than sixty-six and two-thirds percent (66-2/3%) of the total voting power of all outstanding shares of stock of the Corporation entitled to vote thereon.

ARTICLE 9 - NUMBER OF DIRECTORS

The number of directors of the Corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors. Any director or the entire Board of Directors may be removed from office by the stockholders of the Corporation only for cause.

ARTICLE 10 - ELECTION OF DIRECTORS

No stockholder will be permitted to cumulate votes in any election of directors.

ARTICLE 11 - SPECIAL MEETING OF STOCKHOLDERS

Special meetings of the stockholders of this Corporation for any purpose or purposes may be called at any time upon the request in writing of a majority of the Board of Directors or by the Chairman of the Board or the President of the Corporation. Any such request shall state the purpose or purposes of the proposed meeting. As soon as reasonably practicable after receipt of such a request, written notice of such meeting, stating the place, date (which shall be sixty (60) days from the date of the notice) and hour of the meeting, shall be given to each stockholder entitled to vote at such meeting. Special meetings may not be called other than as provided in this Article 11.

ARTICLE 12 - STOCKHOLDERS

Stockholders of the Corporation shall take action by meetings held pursuant to this Certificate of Incorporation and the Bylaws. Stockholders may not take any action by written consent in lieu of a meeting. Meetings of stockholders may be held within or outside of the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statute) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.



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ARTICLE 13 - AMENDING ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles 8, 9, 12, 14 and this Article 13 may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of not less than sixty-six and two-thirds percent (66-2/3%) of the total voting power of all outstanding shares of stock of this Corporation entitled to vote thereon, unless such amendment or repeal has been previously approved by the vote of not less than sixty-six and two-thirds percent (66-2/3%) of the members of the Board of Directors, in which case those Articles of this Amended Articles of Incorporation may be so amended or repealed by a vote of not less than a majority of the total voting power of all outstanding shares of stock of the Corporation entitled to vote thereon.

ARTICLE 14 - LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If Chapter 607 of the Florida Statutes, is hereafter amended to authorize, with the approval of a Corporation's stockholders, further reductions in the liability of the directors of a Corporation for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by Chapter 607 of the Florida Statutes as so amended. Any repeal or modification of the foregoing provisions of this Article 14 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 15 - ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.



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ARTICLE 16 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 17 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 18 - REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 19 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 20 - EFFECTIVE DATE

These Restatement of Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

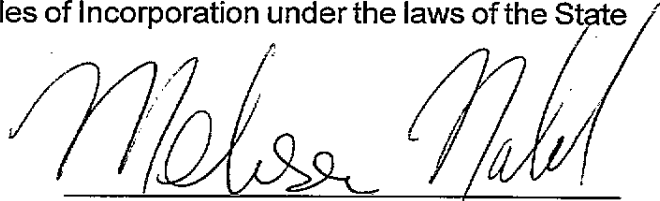


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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restatement of Articles of Incorporation under the laws of the State of Florida, this 10 September 2002.

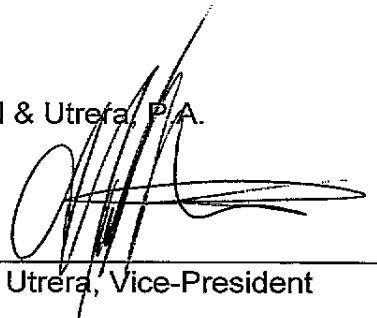


Melissa L. Nadel, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN RESTATEMENT OF ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Restatement of Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.



By: _____
Natalia Utrera, Vice-President



SPIEGEL & UTRERA, P.A.

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