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ATTORNEYS AND COUNSELLORS AT LAW

ANTHONY M. NARDELLA, JR.

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October 18, 2002

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*****70.00 *****70.00

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: ELLS, INC.

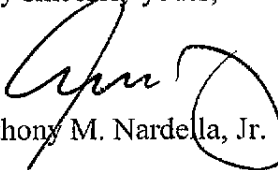
Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-referenced corporation along with our check no. 5383 made payable to the Secretary of State in the amount of \$70.00 in order to defray your filing fee.

Please return the file stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,


Anthony M. Nardella, Jr.

FILED
02 OCT 21 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMN/bjw
Enclosures
cc: Larry Swor

me 10/22

ARTICLES OF INCORPORATION

OF

ELLS, INC.

FILED

02 OCT 21 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is ELLS, INC..

ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 15050 S. E. 140TH Avenue Road, Weirsdale, Florida 32195.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares with a par value of \$.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 15050 S. E. 140th Avenue Road, Weirsdale, Florida 32195. The initial registered agent for the Corporation at that address is L. L. SWOR.

ARTICLE VI

The initial board of directors shall consist of (3) members, but the number of directors may be increased or decreased in accordance with the Bylaws of the Corporation. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
L. L. SWOR	15050 S. E. 140th Avenue Road, Weirsdale, Florida 32195
ANNA S. SWOR	15050 S. E. 140th Avenue Road, Weirsdale, Florida 32195
ELLA PADGETT	9909 U.S. Hwy. 441, Leesburg, Florida 34788

ARTICLE VII

The name and street address of the persons signing these articles of incorporation are:

Name	Address
L. L. SWOR	15050 S. E. 140th Avenue Road Weirsdale, Florida 32195
ELLA PADGETT	9909 U.S. Hwy. 441 Leesburg, Florida 34788

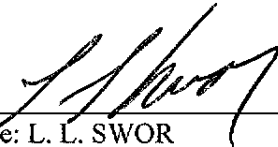
ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of October, 2002.


 Name: L. L. SWOR


 Name: ELLA PADGETT

FILED
 02 OCT 21 AM 8:55
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ELLS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: October 15, 2002


 Name: L. L. SWOR