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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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2004 MAY 20 AM 10:18
TALLAHASSEE FLORIDA**FLORIDA PROFIT CORPORATION OR P.A.****ELPRO ENTERPRISES, CORP.**

Certificate of Status	0
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Page Count	06
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE OF INCORPORATION OF
ELPRO ENTERPRISES, CORP**

ARTICLE I NAME

The name of this corporation is **ELPRO ENTERPRISES, CORP.**

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
6216 S.W. 8 ST
MIAMI, FL 33144
TBL: (305) 265-1566

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 6216 S.W. 8th ST, Miami, FL 33144.
The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Rostislaw Boratzuk President	521 S.W. 88 PL West Miami, FL 33174
Francisco Aguilar Vice President	521 S. W. 88 PL West Miami, FL 33174

ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number of shares of stock subscribe to by each Person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Rostislaw Boratzuk	521 S.W. 88 PL West Miami, FL 33174	50 %
Francisco Aguilar	521 S.W. 88 PL West Miami, FL 33174	50%

ARTICLE IX AMENDMENT

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 them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Corporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII REGISTERED AGENT

The Street address of the initial registered office of this corporation is 6216 S.W. 8 ST, Miami, FL 33144 and the name of the initial registered agent of this corporation at that address is E & V Great Professional, Inc.

ARTICLE XIV INCORPORATOR

The name and street address of incorporator to these Articles of Incorporation: E & V Great Professional Inc, 6216 S.W. 8 ST, Miami, FL 33144.

IN WITNESS WHEREOF, the undersigned incorporator of E & V Great Professional Inc, has hereunto set their hand and seal of E & V Great Professional, Inc, on May 19, 2004.

E & V Great Professional, Inc.

By: 
Its Agent, Ernesto Huertas

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

ELPRO ENTERPRISES, CORP., a Florida corporation authorized to transact business in the State, having a business office identical with the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

I hereby am familiar with and accept the due duties and responsibilities as Registered Agent.

E & V Great Professional Inc.

By: 

Its Agent, Ernesto Huertas

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**ASSIGNMENT BY THE SOLE INCORPORATOR OF THE ARTICLES OF
INCORPORATION OF ELPRO ENTERPRISES, CORP.**

E & V Great Professional Inc. as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

Rostislaw Boratzuk
Francisco Aguilar

Date: May 19, 2004.

E & V Great Professional, Inc.

By:


Its Agent, Ernesto Huertas

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