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CORPORATION NAME(s) & DOC	CUMENT NUMB	ER(S) (if known):		
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#### ARTICLES OF INCORPORATION

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ELIT-ALL, U.S.A., INC.

The undersigned incorporator (s) hereby forms the following corporation Under the laws of the State of Florida:

ARTICLE I

NAME:

ELIT-ALL, U.S.A., INC.

ARTICLE II

PURPOSE:

The corporation is organized to engage in all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK:

The maximum number of shares of stocks which this corporation is authorized to issue is 7500 shares of \$ 1.00 par value, common stock, Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE:

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE:

This initial Registered Agent and the principal address of the initial Registered Office of this corporation shall be:

ELIAS BALLISTRERI

5445 COLLINS AVE UNIT CU-6 MIAMI BEACH, FL. 33140

#### ARTICLE VI

#### DIRECTORS:

This corporation shall have ONE (1) director initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:

TERESA DEL VALLE VILLANOVA 5445 COLLINS AVENUE UNITE CU-6 MIAMI BEACH, FL. 33140

#### ARTICLE VII

#### INCORPORATOR:

The name and street address of the incorporators are:

Elias Ballistreri Ezequiel Ballistreri
President/Treasurer Secretary
5445 Collins Avenue Unit CU-6
Miami Beach, Fl. 33140

#### ARTICLE VIII

#### PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issurance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX

#### **CUMULATIVE VOTING:**

At each election for Directors, cummulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

### ARTICLE X 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 stockholder's meeting by at least a majority of the stock entitled to

vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set day of Pelene

its hands and seals this  $m{\mathscr{E}}$ 

ELTAS BALLISTRERI

QUIEL BALLISTRERI

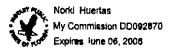
#### STATE OF FLORIDA {

COUNTY OF DADE{

**SS**:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgement appears Elias Ballistreri to me known to be the person (s) described In and executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this  $\mathcal{L}$  day of  $\mathcal{L}$ 



NOTARY PUBLIC STATE OF FLORIDA AT LARGE

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.

REGISTERED AGENT