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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Elwill Associates, Inc.

Signature

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Art of Inc. File

LTD Partnership File

Foreign Corp. File *Domestication*

L.C. File

Fictitious Name File

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Art. of Amend. File

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Dissolution / Withdrawal

Annual Report / Reinstatement

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Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

CERTIFICATE OF DOMESTICATION

The undersigned, Timothy Slater, President,
(Name) (Title)


of Elwill Associates, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was November 19, 1980.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of New Jersey.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Elwill Associates, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Elwill Associates, Inc..
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was State of New Jersey.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Elwill Associates, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 2nd day of April, 2007.



Timothy Slater

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELWILL ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is ELWILL ASSOCIATES, INC. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is one thousand (1,000) shares with no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be c/o Slater & Partners, Inc., 319 Monroe Drive, West Palm Beach, FL 33405, and its mailing address shall be c/o Slater & Partners, Inc., 319 Monroe Drive, West Palm Beach, FL 33405

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Abraham M. Mora, Esquire
Kaye Scholer LLP
Phillips Point - West Tower
777 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME

ADDRESS

Timothy Slater

c/o Slater & Partners, Inc.
319 Monroe Drive
West Palm Beach, FL 33405

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

NAME

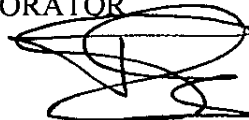
ADDRESS

Timothy Slater

c/o Slater & Partners, Inc.
319 Monroe Drive
West Palm Beach, FL 33405

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of April, 2007.

INCORPORATOR



TIMOTHY SLATER

STATE OF Florida :
COUNTY OF Palm Beach : SS

The foregoing instrument was acknowledged before me this 2nd day of April, 2007,
by TIMOTHY SLATER, who is personally known to me or who has produced
drivers license as identification.

Muzette J McIntosh
Notary Public



Muzette J McIntosh
My Commission DD270889
Expires March 16, 2008

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is ELWILL ASSOCIATES, INC.
2. The name and address of the registered agent and office is Abraham M. Mora, Esquire, Kaye Scholer, LLP, Phillips Point, West Tower, Suite 900, 777 South Flagler Drive, West Palm Beach, Florida 33401.

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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Abraham M. Mora
Abraham M. Mora

Dated: 4/19/07

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