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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 13, 1995

LAZARUS CORPORATE INDUSTRIES, INC. 890 S.W. 87TH AVENUE #16
MIAMI, FL 33174

SUBJECT: ELIS ENTERPRISES, INC.

Ref. Number: W95000003301

We have received your document for ELIS ENTERPRISES, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens Document Specialist

Letter Number: 095A00006315

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

FOR

95 FEB 22 PH 1:06

H & B IMPROVEMENTS, INC.

The undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation shall be:

H & B IMPROVEMENTS, INC.

ARTICLE TWO CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE PURPOSES

The general purposes for which the corporation is organized are:

- 1. In general to promote the interests of the corporation in any lawful enterprise the Directors decide to pursue for the benefit of the shareholders.
- 2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

- pledge bonds, debentures, notes, and other evidence of indebtedness, and executed such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.
- 4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- 5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights to vote such stock,
- 6. To engage in any activities or businesses permitted under the Laws of the United States and the State of Florida.
- 7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have no par value.

ARTICLE FIVE INITIAL AND REGISTEREL PRINCIPAL OFFICE

The street address of the initial and principal registered

office of the corporation is 19655 S.W. 334 Street, Miami, Florida 33034.

ARTICLE SIX INCORPORATORS

The name and street address of the incorporator is:

CAROL I. DELGADO. - 19655 S.W. 334th Street, Miami, Florida 33034.

AN/. E. COCHRAN. - 19655 S.W. 334th Street, Miami, Florida 33034.

ARTICLE SEVEN 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 issuance of fractional shares) at the price at which the new stock is offered to others.

ARTICLE EIGHT INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE NINE AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TEN REGISTERED AGENT

The name address of the initial registered agent of this corporation is: LAZARO J. LOPEZ, ESQ., 1840 West 49th Street, Suite 105, Hialeah, Florida 33012.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Coral Gables, Dade County, Florida on this 10th day of February, 1995.

CAROL I. DELGADO

Incorporator

ANA E. COCHRAN

Incorporator

STATE OF FLORIDA) SS:

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared CAROL I. DELGADO and ANA E. COCHRAN, to me known to be the persons described as incorporator herein and who executed the foregoing described Articles of Incorporation, and he acknowledged before me that he subscribed his name hereto for the purposes herein expressed.

WITNESS my hand and official seal at Miami, Dade County,

Florida this 10th day of February, 1995.



NOTARY PUBLIC, State of Florida at Large

ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Genera. Corporation Act.

Dated this 10th day of February, 1995.

LAZARO J. LOPEZ, ESO.