

Roberta A. Zradicka
140 Turtle Creek Circle
Oldsmar, Florida 34677
813-786-4344

Corporate Records Bureau
Division of Corporation
Tallahassee, Florida 32311
P.O. Box 6327
99600007132

February 27, 1995

Re The Elite Bean Corporation

Dear Sirs or Ladies

On behalf of the above captioned organization, I am forwarding one original and one copy of its Articles of Incorporation, together with a check in the amount of \$122.50 in payment of the following charges

1 Fee for filing Articles of Incorporation	\$ 35.00
2 Fee for obtaining certified copy of Articles of Incorporation	52.50
3 Filing a certificate designating Registered Agent	35.00
	\$122.50

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a copy of the Articles as filed
Thank you for your help in this matter

Sincerely,

Roberta A. Zradicka
Roberta A Zradicka

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See 3/5/95

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3/5/95

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ARTICLES OF INCORPORATION
OF
THE ELITE BEAN CORPORATION

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation

ARTICLE I

Corporate Name and Principal Office

The corporate name and style of this Corporation shall be The Elite Bean Corporation and its principal office and mailing address is 140 Turtle Creek Circle, Oldsmar, Florida 34677

ARTICLE II

Commencement of Corporate Existence

The Corporation shall come into existence on March 3, 1995.

ARTICLE III

General Nature of Business

The objects for which said Corporation is formed and incorporated are as follows, to-wit:

1. To engage in all aspects of review and evaluation of private and/or public companies, partnerships or sole proprietorships for purposes of completing mergers or acquisitions with the Corporation, and to engage in mergers acquisitions with any or all varieties of private and/or public entities.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise and selling or otherwise disposing of the same or any part thereof or interest therein

- 3 To issue bonds, debentures or obligations of the Corporation, from time to time for any of the objects or purposes of this Corporation and to secure them by mortgage or mortgages or deed or deeds of trust or pledge or lien on any or all of the real and personal property, rights, privileges and franchises of the Corporation wheresoever situated, acquired and to be acquired and to sell or otherwise dispose of any or all of them, all in such manner and under such terms as the Board of Directors may deem proper
- 4 To lend or advance money or give credit to such persons, firms or corporations on such terms as may seem expedient and in particular to customers and others having dealings with the Corporation and to give guarantees or to become security for any such persons
- 5 To make and enter into all kinds of contracts, agreements and operations by or with any person or persons, corporation or corporations, to acquire and undertake all or any part of the business assets and liabilities of any person or firm, association or corporation in connection therewith, to take, acquire, purchase, hold or rent, lease sell, exchange, mortgage, improve, renovate, develop and otherwise deal in and dispose of any all property, real and personal, of description incidental to or capable of being used in connection with the aforesaid business or any of them
- 6 To purchase or otherwise acquire and hold, sell, assign transfer, mortgage, pledge or otherwise dispose of shares of the capital stock and bonds, debentures or notes of evidences of indebtedness created by any other corporation or corporations, domestic or foreign and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon.
- 7 To purchase its own stock, when permitted by the laws of the State in which it is incorporated or doing business, to guarantee dividends on its own stock and the stock of other corporations.
- 8 To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named or which shall, at any time, appear conducive to or expedient for the protection or benefit of the Corporation, either as holders of or interest in any property or otherwise.
- 9 To have and to possess all powers of a corporation granted by the laws of the State of Florida whether herein specifically set out or not.
- 10 To acquire (for cash or in exchange for its assets or securities or otherwise), operate, dispose of and otherwise deal and engage in any lawful business activity for which corporations may be organized under the laws of Florida

ARTICLE IV

Capital Stock

The total number of shares of all classes which the Corporation shall have authority to issue is 100,000,000 of which 10,000,000 shares shall be Preferred Shares, par value \$ 10 per share and 90,000,000 shall be Common Shares, par value \$.001 per share and the designations, preferences, limitations and relative rights of the shares of each class are as follows

1. Preferred Shares

- a. The Corporation may divide and issue the Preferred Shares in series. Preferred Shares of each series when issued shall be designated to distinguish them from the shares of all other series. The Board of Directors is hereby expressly vested with authority to divide the class of Preferred Shares into series and to fix and determine the relative rights and preferences of the shares of any such series so established to the full extent permitted by these Articles of Incorporation and the laws of the State of Florida in respect of the following.
- b. The number of shares to constitute such series and the distinctive designations thereof;
- c. The rate and preference of dividends, if any, the time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue;
- d. Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- e. The amount payable upon shares in event of involuntary liquidation;
- f. The amount payable upon shares in event of voluntary liquidation;
- g. Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- h. The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- i. Voting powers, if any, and;
- j. Any other relative rights and preferences of shares of such series including, without limitation, any restriction on an increase in the number of shares of any series

theretofore authorized and any limitation or restriction of rights or powers to which shares of any future series shall be subject

2 Common Shares

a The rights of holders of Common Shares to receive dividends or share in the distribution of assets in the event of liquidation, dissolution, winding up of the affairs of the Corporation shall be subject to the preferences, limitations and relative rights of the Preferred Shares fixed in the resolution or resolutions which may be adopted from time to time by the Board of Directors of the Corporation providing for the issuance of one or more series of the Preferred Shares

b The holders of the Common Shares shall be entitled to one vote for each share of Common Shares held by them of record at the time for determining the holders thereof entitled to vote

c Cumulative voting in the election of Directors shall not be permitted by this Corporation

d A shareholder of the Corporation shall not be entitled to a preemptive right to purchase, subscribe for or otherwise acquire any unissued or treasury shares of stock of the corporation or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares

ARTICLE V

Board of Directors

The affairs and management of this Corporation shall be under the control of the Corporation's Board of Directors, which shall consist of not less than three (3) nor more than seven (7) directors, except that the initial Board of Directors may consist of one or two persons, to serve until his, her or their successors are duly elected and qualified or until the Corporation is required by statute or otherwise to increase the number of Board members. The initial Board of Directors shall be

1 Roberta A Zradicka
140 Turtle Creek Circle
Oldsmar, FL 34677

2 Robert J. Zradicka
140 Turtle Creek Circle
Oldsmar, FL 34677

None of the directors or officers of this Corporation shall, in the absence of fraud, be disqualified by his office from contracting, leasing or otherwise dealing with this Corporation, either as a vendor, lessor, purchaser or otherwise, of which he shall be a member or in which he may be pecuniarily interested in. No Director or Officer, nor any firm, association or corporation with which he is connected as aforesaid shall be liable to account to this Corporation or its stockholders for any profit realized by him from or through any such contract, lease or transaction, it being the express intent and purpose of this Article to permit this corporation to buy or lease from, sell to or otherwise deal with partnerships, firms or corporations of which the directors and officers or in which they or any of them may have a pecuniary interest and the contracts or leases of this Corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such membership. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transactions.

The Board of Directors and stockholders of this Corporation shall have the right to hold their meetings outside of the state of Florida when deemed most convenient or in the best interests of the Corporation.

The Board of Directors may at any meeting, by a majority vote of the entire Board, sell, lease, exchange and/or convey all of its property and assets, including its good will and/or its corporate franchises, upon such terms and conditions and for such consideration or considerations as the Board of Directors in their sole discretion deem expedient and for the best interest to the Corporation and said consideration or considerations may consist in whole or in part of shares of stock and/or securities of any other corporation or corporations, provided, however, in all such cases the affirmative vote of the holders of two-thirds (2/3) of the common stock of said Corporation then issued and outstanding shall be voted in ratification of the Board of Directors action, said vote to be taken at a special stockholder's meeting of the Corporation, duly called for that purpose. Nothing herein shall be construed to limit the power of the Board of Directors of the Corporation and said Board shall have power in its sole discretion to sell, lease, exchange and/or convey such parts or parcels of land or person property or assets as the Board of Directors determine are no longer necessary or expedient to be held by the Corporation. It is, however, specifically understood that the Board of Directors may at their discretion create a lien or mortgage on any or all of the assets of the Corporation in order to borrow money should the Board of Directors feel that it is necessary for the conduct of the business.

ARTICLE VI

Indemnification

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a Director, Officer, employee, fiduciary or Agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, fiduciary or Agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation and with respect to any criminal action or proceeding had reasonable cause to believe his conduct was unlawful.

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, employee or Agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, fiduciary or Agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, but no indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

To the extent that a Director, Officer, employee, fiduciary or Agent of a corporation has been successful on the merits in defense of any action, suit or proceeding referred to in (a) or (b) of this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under (a) or (b) of this Article (unless ordered by a court) and as distinguished from (c) of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, fiduciary or Agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (a) or (b) above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or if such a quorum is not obtainable, if a quorum is not obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion or by the shareholders.

Expenses (including attorney fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in (c) or (d) above, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, fiduciary or Agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested Directors or otherwise and any procedure provided for by any of the foregoing both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, Officer, employee, fiduciary or Agent and shall inure to the benefit of heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, fiduciary or Agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, employee, fiduciary or Agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under provisions of this Article.

ARTICLE VII

Books and Records

The Corporation shall maintain its books and records at its principal place of business.

Stockholders shall at all times have the right to examine the books of the Corporation except as limited by these Articles of Incorporation. Such examination as

hereinafter provided shall be made only by the stockholder in person and no extract from the books or records of the Corporation shall be permitted to be made by any stockholder(s) of the Corporation. Such stockholder shall give assurance in writing satisfactory to the Board of Directors that he does not desire the information required or to be obtained by such inspection of the purpose of communicating the same to others who are not stockholders and, further, that he will not directly or indirectly disclose the Company's business or affairs to any person or persons whomsoever. No information in regard to the business or operations of the Corporation and no copy of or extract from, any of the books or records of the Corporation shall be furnished to any person by any Officer or Director of the Corporation except by direction and/or approval by the Board of Directors. Stockholders desiring information in regard to the business or operations of the Corporation or desiring to make inspection of the books or records, shall first make application in writing to the Board of Directors stating the specific purpose of the application, the particular information desired and the books and records required for that purpose by such stockholder before such examination and shall further satisfy the Board of Directors that said application is made in good faith and that said examination will not be detrimental to the interests of the Corporation.

ARTICLE VIII

Operations

The operations of the said Corporation shall be carried on in the State of Florida and the Corporation shall also be permitted to conduct business in other states of the United States and to have one or more offices outside of the State of Florida.

ARTICLE IX

Registered Agent

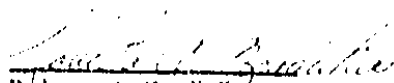
The address of the initial registered office of the Corporation is 140 Turtle Creek Circle, Oldsmar, Florida 34677, and the name of its initial registered Agent at such address is Roberta A. Zradieka.

ARTICLE X

By-Laws

The Board of Directors shall have the power to make and amend such prudential by-laws as they deem proper and not inconsistent with the Constitution or the laws of the

United States or of this State for the management of the property of this Corporation the regulation and government of its affairs and for the certification and transfer of its stock.


Roberta A. Zrnieka
Incorporator

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, The Elite Bean Corporation, desiring to organize under the laws of the State of Florida, hereby designates Roberta A. Zradicka, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 140 Turtle Creek Circle, Oldsmar, Florida 34677, the business office of its Registered Agent, as its Registered Office.

The Elite Bean Corporation

By [Signature]
Roberta A. Zradicka, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

[Signature]
Roberta A. Zradicka, Registered Agent