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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

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0-000018-0000

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TALLAHASSEE, FL 32399

NR-22-1995 11148 FROM ENPIRE

TO

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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

March 22, 1995

ENPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ELPA ENTERPRISES IMPORT & EXPORT CORP.

REF: W95000006333

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
of

ELFA ENTERPRISE IMPORT & EXPORT CORP.

WE, THE UNDERSIGNED, ELAINE MAROTO AND PATRICIA BARRIOS
associate ourselves for the purpose of becoming a corporation
under the laws of the State of Florida, by and under the
provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

ELFA ENTERPRISES IMPORT & EXPORT CORP.

ARTICLE II

The general nature of the business and the objects and
purposes proposed to be transacted and carried on are to do
any and all of the things mentioned, as fully and to the same
extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of
franchises, or for additional working capital, or for any
other object in or about its business or affairs, and without
limit as to amount, to incur debt, and to raise, borrow, and
secure the payment of money in any lawful manner, including
issue and sale of other disposition of bonds, warrants,
debentures, obligations, negotiable and transferable
instruments and evidence of all kinds, whether secured by
mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind
and description and for the purpose of attaining any of the
objects of the corporation, to do and perform any other acts
or things, and to exercise any and all powers which a co-
partnership or natural person could do and exercise, and
which now are, or hereafter may be authorized by law and
generally to do and perform any and all things necessary or
incident to the performing and carrying out of the powers
hereinabove specifically delegated or implied.

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Prepared by:
Alfredo Sanchez, acct.
5200 SW 8 St. # 202-A
Miami, FL 33134
305-445-9025

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock at \$100 PAR value.

All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of FIVE HUNDRED & NO/100 DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 495 N.W. 72ND AVENUE - SUITE 102, MIAMI, FLORIDA 33126 and with the privilege of having branch offices at other places within or without the State of Florida.

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ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be **ELAINE MAROTO**.

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX**DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
ELAINE MAROTO	495 N.W. 72ND AVENUE STD. 102 MIAMI, FLORIDA 33126
PATRICIA BARRIOS	495 N.W. 72ND AVENUE STD. 102 MIAMI, FLORIDA 33126

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
ELAINE MAROTO	PRESIDENT	495 N.W. 72ND AVENUE SUITE 102 MIAMI, FLORIDA 33126
PATRICIA BARRIOS	VICE PRESIDENT	495 N.W. 72ND AVENUE SUITE 102 MIAMI, FLORIDA 33126

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ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
ELAINE MAROTO	445 N.W. 72ND AVENUE STD. 102 MIAMI, FLORIDA 33126	50
PATRICIA BARRIOS	495 N.W. 72ND AVENUE STD. 102 MIAMI, FLORIDA 33126	50

ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that ELFA ENTERPRISES IMPORT & EXPORT CORP. (name of the corporation) desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of MIAMI, State of Florida, has name ELAINE MAROTO of 495 N.W. 72ND AVENUE SUITE 102, MIAMI, FLORIDA 33126 as its agent to accept services of process within Florida.


PATRICIA BARRIOS
CORPORATE OFFICER

DATE: MARCH 3RD, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


ELAINE MAROTO

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DATE: MARCH 10TH, 1995

ARTICLE XIII

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this 10TH DAY OF MARCH, 1995
reasonably appeared before me, the undersigned Notary Public
in and for the State of Florida, ELAINE MAROTO AND
PATRICIA BARRIOS parties to the foregoing certificate of
Incorporation, and each acknowledged that he or she did make,
subscribe and acknowledge the foregoing Certificate as and
for his or her voluntary act and deed, and that the facts
herein set forth are true and correct as given under my hand
and official seal, the day and year written at Miami, Dade
County, Florida.

[Signature]
Notary Public
State of Florida at Large

My commission expires:

Subscribers:

[Signature]
ELAINE MAROTO - PRESIDENT

[Signature]
PATRICIA BARRIOS - VICE PRESIDENT

OFFICIAL NOTARY SEAL
ANA G. FERNANDEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00000000
MY COMMISSION EXPIRES 12/31/95

OFFICE OF STATE
LAWYER, FLORIDA

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