

P96000015579

EDDIE L. FIELDS
3050 BISCAYNE BOULEVARD
SUITE 907
MIAMI, FL 33137
TELEPHONE (305) 573-7088
TELECOPIER (305) 573-5268

February 6, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001709882
02708/96--01014--017
****122.50 ****122.50

RE: Certificate of Incorporation
of ELF Financial & Commerce,
Inc.

Dear Sir:

Enclosed are two copies of the certificate of incorporation of
ELF Financial & Commerce, Inc., and a check from my office in the
amount of \$122.50 to pay all required incorporation fees.

Please process this certificate of incorporation and return
the certified copy to my office at the above letterhead address.
If further information is needed for your office to accept and
process this certificate of incorporation, please contact me at my
office telephone number so that I can provide this information
promptly.

Sincerely,

Eddie L. Fields
Eddie L. Fields

ELF:vmg

Enclosures

FEB 13 1996 BSA

705,608
W96-3278

DEPT. OF STATE
TALLAHASSEE, FLORIDA

26 FEB 20 AM 10:28

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1996

EDDIE L. FIELDS
3050 BISCAYNE BLVD.
SUITE 907
MIAMI, FL 33137

SUBJECT: ELF FINANCIAL & COMMERCE, INC.
Ref. Number: W96000003278

We have received your document for ELF FINANCIAL & COMMERCE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as requested.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 696A00006259

CERTIFICATE OF INCORPORATION

FILED

OF

96 FEB 20 AM 10:28

ELF INTERNATIONAL TRADE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, am desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be **ELF INTERNATIONAL TRADE, INC.**, and its principal place of business shall be **3050 Biscayne Boulevard, Suite 907, Miami, FL 33137**, and any other location that the Board of Directors may deem appropriate.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purposes or objects to be transacted, promoted or carried on by this corporation are:

A. ACQUIRE OTHER BUSINESSES: To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporation heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or an part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

B. ACT AS AGENT: To manage or administer as agent the business or property of any corporation, firm, or person carrying on any authorized business, and to sell or dispose of, receive and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm, or person, and to act as agent, broker, consignee, or factor of others in buying and

selling all manner and kind of goods, and to make contracts with others in reference to the handling and disposing of the same, and to deliver goods on bills of lading in the name of this corporation, to draw drafts against such bills of lading, and to carry insurance in the name of this corporation on goods consigned for sale, and to develop and extend the business interests of any corporation, firm, or person.

C. ACT WITH OTHERS: To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, partnership, association, or corporation.

D. ACTIVITIES OUTSIDE STATE: To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

E. ASSIST OTHER CORPORATIONS: To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which, are held by or for this corporation, directly or indirectly, or in which, or in the welfare of which, this corporation shall have any interest, and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by it or in which it may be at any time interested, directly or indirectly or through other corporations or otherwise; and to organize or promote or facilitate the organization of any corporation, association, partnership, syndicate, or entity, domestic or foreign.

F. BORROW MONEY: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge, and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes, or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at time owned or thereafter

acquired; and in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes, or other obligations.

G. **COLLATERAL POWERS:** To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

H. **CONTRACT:** To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the Business Corporation Law of this state.

I. **DEAL IN ALL CLASSES OF PROPERTY:** To acquire by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

J. **DEAL IN OWN SECURITIES:** To purchase, own, and hold and to sell and transfer (but not to vote) its own shares if and when the capital of this corporation is not thereby impaired, and to purchase, own, hold, sell, transfer, and exercise all rights (other than voting rights) upon or under its own debt obligations, and upon warrants, rights, or options upon or with respect to its own securities.

K. **DEAL IN OWN SHARES:** To purchase, hold, cancel, reissue, sell, exchange, transfer, or otherwise deal in its own shares from time to time to such an extent and in such manner and upon such terms as the Board of Directors of the corporation shall determine; provided that this corporation shall not use its funds or property for the purchase of its own shares when such use would cause any impairment of its capital, except to the extent permitted

by law; and provided further that shares of the corporation belonging to it shall not be voted upon directly or indirectly.

L. **DEAL IN PLANTS AND MACHINERY:** To construct, build, purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interests in, create liens upon, sell, convey, or otherwise dispose of and turn to account any and all plants, machinery, works, implements, and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary, or convenient for, any of the purposes enumerated herein including all or any part or parts of the properties, assets, business, and goodwill of any persons, firms, associations, or corporations.

M. **DEAL IN PROPERTY:** To acquire by purchase, subscription, underwriting, or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer mortgage, create security interests in, pledge, exchange, or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts, or obligations of any corporations, associations, or trust estates, domestic or foreign, or of any firm or individual or of the United States or any state, territory, or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor stocks, bonds, or other securities or evidences of indebtedness of this corporation, and, while the owner or holder of any such property, to receive, collect, and dispose of the interest, dividends, and income on or from such property and to possess and exercise in respect thereto all of the rights, powers, and privileges of ownership, including all voting power thereon.

N. **DEAL IN SECURITIES OF OTHERS:** To purchase or otherwise acquire, and to hold, create security interests in, pledge, sell, exchange, or otherwise dispose of, securities (which term includes, without limitation of the generality thereof, any shares of stocks, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts, or other instruments representing rights to receive, purchase, or subscribe for the same, or representing any other rights or interests therein or in any property or assets) created or issued by any persons, firms, associations,

corporations, or governments or subdivisions thereof; to make payment therefor in any lawful manner; and to exercise, as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

O. EMPLOY AGENTS: To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

P. EMPLOYEES' PLANS: From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

Q. INVEST CORPORATE FUNDS: To invest and deal with the funds of this corporation any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things the right to vote thereon for any and all purposes.

R. LEND MONEY: To lend money to other persons, partnerships, associations and corporations, secured by mortgage or other lien on real estate, or pledge or security interest in personal property, or without security, but only to the extent permitted a business corporation under the Business Corporation Law of this state.

S. LIABILITIES OF OTHERS: To undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties,

liabilities, and obligation, and to purchase or otherwise acquire the whole or any part of the property, assets, business, goodwill, and rights of any person, firm, association, corporation, or organization and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes, and other obligations of this corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

T. **LIMITATION ON POWERS:** Nothing contained in this Certificate of Incorporation shall be deemed to authorize or permit this corporation to carry on any business, or to exercise any power, or to do any act which a corporation formed under the Business Corporation Law of this state may not at the time lawfully carry on or do.

U. **MORTGAGE ASSETS:** To borrow money and contract debts; to make, issue, and dispose of bonds, debentures, notes, and other obligations, secured or unsecured; and to make any lawful contract of guaranty, suretyship, or of any kind whatsoever in connection with, or in aid of, any corporation or other organization any of whose securities this corporation owns or in which this corporation has an interest; to secure contracts, obligations, and liabilities or any thereof, in whole or in part, by mortgage, deed of trust, creation of security interests in, pledge, or other lien, upon any or all of the property of this corporation wheresoever situated, acquired, or to be acquired.

V. **OFFICES:** To have one or more offices, conduct and carry on its business and operations, and acquire (by purchase, exchange, lease, hire, or otherwise), own, hold, develop, operate, lease, sell, assign, transfer, exchange, mortgage, create security interests in, pledge, or otherwise dispose of, or turn to account, or convey real and personal property of ever kind and nature, and rights and privileges, and otherwise to promote its objects within and without this state, in other states, the District of Columbia, the territories, and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, dependency, or country.

W. **ORGANIZE OTHER CORPORATIONS:** To organize or cause to be organized under the laws of any state of the United States, or of the District of Columbia, or of any territory, dependency, or possession of the United States, or of any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

X. **PARTNERSHIP ARRANGEMENTS:** To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation.

Y. **PATENTS, TRADEMARKS, AND SIMILAR PROPERTY:** To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under, and to introduce, sell, assign, create security interests, in pledge, or otherwise dispose of, and in any manner deal with and contract with reference to: inventions, devices, formulas, procession, and any improvements and modifications thereof; letters patents, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols, trade names, and other indications of origin and ownership granted by or recognized under the laws of the United States or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto; and franchises, licenses, grants, and concessions.

Z. **PLANTS, MILLS, WAREHOUSES, etc.:** To purchase, lease, construct, or otherwise acquire, and to hold, own, use, maintain, lease, manage, and operate, plants, buildings, mills, factories, warehouses, roads, docks, piers, wharves, stores, shops, boats, rolling stock, and other structures, establishments, and facilities of every kind, nature, or description used or useful in the

conduct of the business of this corporation, and generally to purchase, lease, or otherwise acquire, to hold, own, use, develop, maintain, manage, and operate, and to sell, transfer, lease, assign, convey, exchange, or otherwise turn to account or dispose of, and generally to deal in and with, personal and real property, tangible or intangible, of every kind and description, wherever situated, and any and all rights, concessions, interests, and privileges therein.

AA. **PROPERTY IN GENERAL:** To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character, and description, or any interest therein, and all kinds and forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, mortgages, notes, bills, of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity, or person, governmental, municipal, or public subdivision, district, or authority.

BB. **REAL PROPERTY:** To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

CC. **SALE OF ASSETS:** When and as authorized by the affirmative vote of the holders of a majority of the shares issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting shares issued and outstanding, to sell, lease, or exchange all of the property and assets of this corporation, including its property and assets of this corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be

in whole or in part shares, bonds, or other securities of, any other corporation or corporations, as its Board of Directors shall be deemed expedient and for the best interests of this corporation.

DD. **SHARES OF OTHER CORPORATIONS:** Subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold, own, sell, assign, transfer, create security interests in, pledge, exchange or otherwise dispose of the shares, bonds, obligations, or other securities or evidences of indebtedness of other corporations, domestic and foreign, and the goodwill, rights, assets and property of any and every kind or any part thereof, of any person, firm, or corporation, domestic or foreign, and if desirable to issue in exchange therefor the shares, bonds, or other obligations of this corporation, and while the owner of such shares to exercise all rights, powers, and privileges of ownership, including the power to vote thereon; and in furtherance of the corporate purposes, in the course of the transaction of the business and affairs of this corporation, to acquire real and personal property, rights and interests of every nature, and to execute and issue bonds, debentures, and other negotiable or transferable instruments, and to mortgage, create a security interest in, or pledge any or all of the property of the corporation; to secure such bonds, debentures, or other instruments, upon such terms and conditions as may be set forth in the instrument or instruments, mortgaging, creating a security interest in, or pledging the same, or in any deed, contract, or other instrument relating thereto.

EE. **SHARING PROFITS:** To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation with any person, firm, association, or corporation in the carrying on of any business which this corporation is authorized to carry on, or any business transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation.

FF. **STATUTORY POWERS:** The powers, rights, and privileges provided in this certificate are not to be deemed to be in limitation of similar, other, or additional powers, rights, and privileges granted or permitted to this corporation by the Business Corporation Law of this state under which this corporation by virtue hereof becomes deemed to be incorporated, it being intended that this corporation shall be authorized to have and shall have all the powers, rights, and privileges granted or permitted to a corporation by such

statute.

GC. TITLE IN NAME OF AGENT: To cause or allow the legal title, or any estate, right, or interest in any property owned, acquired, controlled, or operated by this corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this corporation.

III. TRADEMARKS: To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, own, operate, and introduce and to sell, assign, or otherwise dispose of, any trademarks, trade names, copyrights, patents, inventions, improvements, and processes used in connection with or secured under letters patent of the United States or any foreign country, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any trademarks, trade names, patents, licenses, processes, copyrights, or any such property rights.

II. VOTE SHARES IN OTHER CORPORATIONS: Shares in other corporations held by this corporation shall be voted by such officer or officers of this corporation as the Board of Directors by a majority vote shall designate for that purpose, or by a proxy thereunder duly authorized by like vote of such Board, except as otherwise ordered by vote of the holders of a majority of the shares outstanding and entitled to vote.

JJ. CONSTRUCTION OF POWER CLAUSES: The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, being no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Business Corporation Law of this state to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights,

or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

KK. Any legal or legitimate activity or business permitted under the laws of the United States and of the State of Florida and any other state of the United States where their corporation seeks authority to transact business.

ARTICLE III

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand Shares (1000) of common stock of the par value of .10 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid in lawful money of the United States of America, or in property, labor, or services, provided that where stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner provided by state statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of One Hundred Dollars (\$100).

ARTICLE V

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this certificate of

incorporation.

ARTICLE VI

DIRECTORS

The affairs of the corporation will be managed by a Board of Directors numbering at least one (1). The name and address of the individual who is to serve as director, until new directors are elected at the first shareholders meeting is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eddie L. Fields President	c/o Eddie L. Fields, P.A. 3050 Biscayne Boulevard Suite 907 Miami, FL 33137

ARTICLE VII

OFFICERS

The name and address of the individual who will serve as the initial officer of the corporation until new officers are appointed at the first meeting of the shareholders, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eddie L. Fields President	c/o Eddie L. Fields, P.A. 3050 Biscayne Boulevard Suite 907 Miami, FL 33137

ARTICLE VIII

SUBSCRIBERS

The name and address of the individual who is the original subscriber for the shares of common stock of the corporation is as follows:


NAME

Eddie L. Fields

ADDRESS

c/o Eddie L. Fields, P.A.
3050 Biscayne Boulevard
Suite 907
Miami, FL 33137


I, the undersign, being the original subscriber to this Certificate of Incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set my hand and seal this 15th day of February, 1996.


EDDIE L. FIELDS

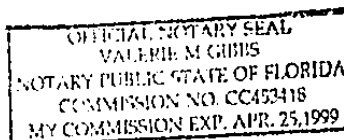
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BE IT REMEMBERED that on this 15th day of February, 1996, personally came before me, a notary public of the State of Florida, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signers, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.


VALERIE M. GIBBS
Notary Public, State of Florida
At Large
My Commission Expires:

13



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

FILED

96 FEB 20 AM 10:28

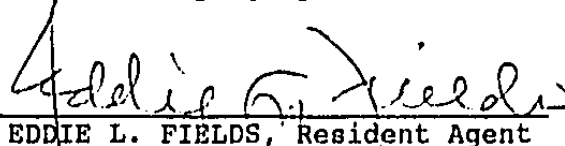
CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **ELF INTERNATIONAL TRADE, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the City of Miami, County of Dade and State of Florida, named **EDDIE L. FIELDS**, 3050 Biscayne Boulevard, Suite 907, Miami, FL 33137, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


EDDIE L. FIELDS, Resident Agent