

1201 HAYS STREET  
TAMPA, FL 33604  
P96000058581



PRIENTECRUEL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 016895 8676A

AUTHORIZATION :

COST LIMIT : *Returned Points* 170.00

ORDER DATE : July 11, 1996

ORDER TIME : 3:14 PM

ORDER NO. : 016895

CUSTOMER NO: 8676A

800001891818

CUSTOMER: Merrill Bookstein, Esq  
MERRILL BOOKSTEIN, ESQ

4800 North Federal Highway  
Suite 201b  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: ECHOCARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*Qf*  
*7/12/96*

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 JUL 12 PM 1:19

96 JUL 12 AM 9:25  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 12 PM 1:19

ARTICLES OF INCORPORATION  
OF  
ECHOCARE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ECHOCARE, INC.

The address of the principal office of this corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

John D. Gerace Dir.	4800 North Federal Highway, Suite 201B Boca Raton, Florida 33431
Thomas Noonan Dir.	Same
Oscar Coen Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John D. Gerace Pres.	4800 North Federal Highway, Suite 201B Boca Raton, Florida 33431
Thomas Noonan Sec.	Same
Oscar Coen Treas.	Same

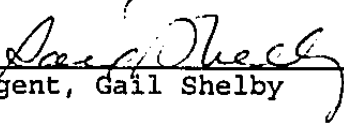
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 11, 1996.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

dwl

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: ECHOCARE, INC.

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ.

(Name)

4800 N. FEDERAL HIGHWAY - SUITE 201B

(P.O. Box not acceptable)

BOCA RATON, FLORIDA 33431

(City/State/Zip)

FILED  
SECRETARY OF CORPORATIONS  
96 JUL 12 PM 1:19

*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.*

  
\_\_\_\_\_  
(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

Merrill A. Bookstein  
Attorney at Law, P.C.

3800 North Colonial Highway  
Suite 201B  
New Baton, Florida 33511

(407) 361-9454  
Fax (407) 361-9843

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August 20, 1996

900001929659  
-08/22/96--01057--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

Re: Name Change from ECHOCARE, INC. to EARTH LABS, INC.  
JOHN D. GERACE to JOHN D. GERACI

Dear Sir/Madam:

Enclosed, please find two fully executed Certificate of Amendment for the Florida corporation Echocare, Inc., changing its name to Earth Labs, Inc. and changing one of the Director's/President's name from John D. Gerace to John D. Geraci. Also, please find enclosed my check in the amount of \$87.50 (\$35.00 for the filing fee and \$52.50 for a certified copy of the amendment).

Very truly yours,

Merrill A. Bookstein  
Enc.

N/c

VS AUG 28 1996

FILED  
96 AUG 22 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT****FILED**  
96 AUG 22 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ECHOCARE, INC., a Florida corporation, under corporate seal and the hands of its President, and its Secretary, hereby certify that:

**I.**

The Board of Directors of said corporation, at a meeting called and held on July 15, 1996, adopted the following Resolution:

"BE IT RESOLVED by the Board of Directors of ECHOCARE, INC., a Florida corporation, that said Board deems it advisable, and hereby declares it to be advisable that Article I of the Certificate of Incorporation be amended, changed and altered so as to read as follows:

The name of the corporation shall be  
**EARTH LABS, INC.**

**III.**

"BE IT RESOLVED by the Board of Directors deems it advisable, and hereby declares it to be advisable that Article VI and Article VII of the Certificate of Incorporation wherein in "John D. Gerace" should be amended, changed and altered as to read as follows:

**John D. Geraci**

**IV.**

The meeting of the Stockholders of the corporation called by the Board of Directors as aforesaid was held on July 15, 1996, and at said special meeting of the Stockholders, said Amendment of the Certificate of Incorporation was duly adopted by the unanimous

vote of all the Stockholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and Secretary, and its corporate seal to be hereunto affixed and attested to by its President and Secretary affixed and attested to by its President and Secretary, this 6 day of August, 1996.

(CORPORATE SEAL)

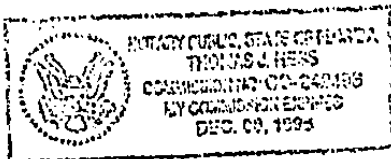
By: [Signature]  
President

Attest: [Signature]  
Secretary

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF             )

I HEREBY CERTIFY that on this 6<sup>th</sup> day of August, before me personally appeared JOHN D. GERACI, President and THOMAS J. HESS, Secretary, of EARTH LABS, INC., a Florida corporation, and acknowledged before me that they executed the above and foregoing Certificate of Amendment as such officers and for and on behalf of said corporation after having been duly authorized to do so.  
FL Drivers Lic # G620-460-57-145-0

WITNESS my hand and official seal at Miami,  
Dade County, on this 6<sup>th</sup> day of August, 1996.



[Signature]  
NOTARY PUBLIC, State of Florida

Thomas J. HESS  
Print Name

My Commission Expires:



30 797010 ALLEN TELECOM  
SYSTEMS/SECTION AND CORPORATION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
12:12 PM

P96000058581

((H96000018019 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ROBERT N. ALLEN, JR., P.A.  
CONTACT: RICK MAJANDAS  
PHONE: (305) 372-3300

ACCT#: 07332400062

FAX #: (305) 379-701

NAME: EARTH LABS, INC.

AUDIT NUMBER.....H96000018019

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 1

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

RECEIVED

96 DEC 26 PM 2:14

DIVISION OF CORPORATIONS

FILED

96 DEC 26 PM 2:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Or gmc  
Linda

FAX AUDIT NUMBER M96000018019

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EARTH LABS, INC.

FILED  
96 DEC 26 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is EARTH LABS, INC. (the "Corporation").
2. Amended Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I - NAME

The name of the corporation is E.L.I. HOLDINGS, INC. (the "Corporation").

3. This Amendment was unanimously approved by the board of directors on December 23, 1996.
4. This Amendment was approved by the sole shareholder of the Corporation
5. This Amendment is to be effective as of December 23, 1996.

IN WITNESS WHEREOF, The Corporation has caused these Articles of Amendment to be executed on this 23 day of December, 1996.

By: 

John D. Galati, President

Prepared by:  
Ricardo Bajandas  
Allen & Galego \*\* (fictitious name filed for registration agent)\*\*  
601 Brickell Key Drive, Suite 805  
Miami, Florida 33131  
Ph. (305) 372-3300  
FL BAR NO. 0987750

FAX AUDIT NO. : M96000018019