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ACCOUNT NO. : 0721000000

REFERENCE : 086300 7108156

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 122.50

96 SEP 16 AM 11:40

DIVISION OF CLERK OF COURT

ORDER DATE : September 16, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 086300

700001947707

CUSTOMER NO: 7108156

CUSTOMER: Bruce E. Lazar, Esq  
LAZAR & ASSOCIATES

Suite M  
2901 Collins Avenue  
Miami Beach, FL 33140

DOMESTIC FILING

NAME: ELISIA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

JP  
9/17/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 16 AM 11:27

EFFECTIVE DATE

1- 9/13/96

ARTICLES OF INCORPORATION

OF

ELISIA INC.

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

ELISIA INC.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

13700 S.W. 84<sup>th</sup> Avenue  
Miami, Florida 33158

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on September 13, 1996.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - NAME OF REGISTERED AGENT  
AND ADDRESS OF REGISTERED OFFICE

The street address of the corporation's initial registered office shall be 2901 Collins Avenue, Miami Beach, Florida 33140. The name of the corporation's initial registered agent at such address is: Bruce E. Lazar

ARTICLE VII INCORPORATOR

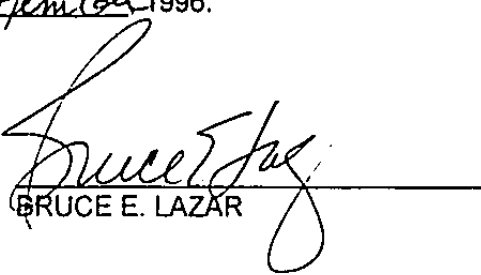
The name and address of each Incorporator is:

Bruce E. Lazar  
2901 Collins Avenue  
Miami Beach, Florida 33140

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of September 1996.

  
\_\_\_\_\_  
BRUCE E. LAZAR

NOTARY PUBLIC  
STATE OF FLORIDA

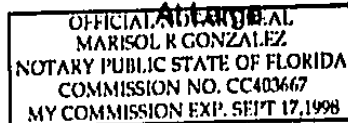
96 SEP 16 AM 11:27

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE     )

Before me, the undersigned authority, personally appeared BRUCE E. LAZAR to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 13th day of September, 1996.

*Marisol R. Gonzalez*  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.

*Bruce E. Lazar*  
\_\_\_\_\_  
BRUCE E. LAZAR