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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003258

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ELITE EQUITY INVESTORS, INC

AUDIT NUMBER.....H96000014220

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
ELITE EQUITY INVESTORS, INC.

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ARTICLE I - NAME

The name of this corporation is ELITE EQUITY INVESTORS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this

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Sunrise, Florida 33351
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corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS**

The street address of the corporation's registered office is 12150 Northwest 10th Street, Coral Springs, Florida 33071 and the name of the registered agent of this corporation at said address is: MARK PALESTINE. The principal place of business of the corporation is: 12150 Northwest 10th Street, Coral Springs, Florida, 33071.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

MARK PALESTINE
12150 Northwest 10th Street
Coral Springs, Florida 33071

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles is:

MARK PALESTINE
12150 Northwest 10th Street
Coral Springs, Florida 33071

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17 day of September, 1996.

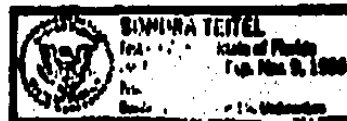

MARK PALESTINE

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 of September, 1996, by MARK PALESTINE, who is personally known to me.


PRINTED NAME:
My Commission Expires:



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


In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That ELITE EQUITY INVESTORS, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Coral Springs, County of Broward, State of Florida, has named MARK PALESTINE located at 12150 North 10th Street, City of Coral Springs, County of Broward, State of Florida, as its agent to accept service of process within this state.


Mark Palestine

Date: September 17 1996

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 agree to comply with the provisions of said Act relative to keeping open said office.


By: Mark Palestine
Registered Agent
Date: September 17 1996

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