

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 APR -3 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. APR - 3 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>AND</u>	_____	_____

WALK-IN Will Pick Up 4/3 300

No 53801

RE: Elan Industries Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

RECEIVED
97 APR -3 PM 2:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ELAN INDUSTRIES, INC.

FILED
97 APR -3 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles Of Incorporation, natural person, competent to contract, hereby forms a corporation under the laws of the State Of Florida.

ARTICLE I

NAME OF CORPORATION: The name of this corporation shall be: ELAN INDUSTRIES, INC.

ARTICLE II

DURATION OF CORPORATE EXISTENCE: This corporation shall exist perpetually, commencing with the date and time of filing of these Articles Of Incorporation.

ARTICLE III

GENERAL PURPOSES: The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

(a) To engage in the manufacture and sale of countertops, for profit;

(b) To buy, sell, or otherwise deal and engage in, any products, merchandise, articles, or property, whether tangible or intangible, whether real or personal;

(c) To engage in any lawful enterprise, whether commercial, industrial, or agricultural, calculated or intended to be profitable to the corporation;

(d) To generally engage in, do, or perform, any enterprise, act, or vocation, that a natural person might or could engage in, do or perform;

(e) To purchase, manufacture, or otherwise acquire, and to own, mortgage, pledge, sell, assign, or otherwise dispose of, and to invest in, trade, deal in, and deal with, goods, wares, merchandise, and property of any and every nature;

(f) To purchase, lease, hold, or otherwise acquire real property or personal property, or any estate or interest therein, including choses-in-action, and to improve, manage, operate, sell, mortgage, lease, or otherwise dispose of any property;

(g) To loan money, and to take mortgages and assignments of mortgages, to borrow money and contract debts when necessary for the transaction of the corporation's business or for any other lawful purpose, to issue, bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, to issue mortgages or other security;

(h) To acquire, enjoy, utilize, and dispose of, patents, copyrights, franchises, trademarks, and licenses;

(i) To generally carry on any other business in connection with the foregoing, and to have and exercise all powers conferred

by the laws of the State Of Florida upon corporations formed under the General Corporation Act of the State Of Florida.

THE FOREGOING CLAUSES, (a) through (i) inclusive, shall be construed without limitation or restriction.

ARTICLE IV

AUTHORIZED SHARES: The total number of shares of stock authorized to be issued by this corporation shall be 10,000 shares, each share being common stock, having unlimited voting rights, together entitled to receive the net assets of the corporation upon dissolution. All stock shall be paid for upon issuance, whether in cash, property, or services, at a fair valuation to be affixed by the Board Of Directors.

ARTICLE V

INITIAL CAPITAL: The amount of initial capital with which this corporation shall commence business shall be not less than the sum of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

INCORPORATORS: The names and addresses of the subscribing incorporators of this corporation are as follows:

NEAL WEINSTEIN, ESQ.
601 North Franklin Street
Suite 610
Tampa, Florida 33602

ARTICLE VII

BOARD OF DIRECTORS: The initial Board Of Directors of this corporation shall consist of the following-named members:

STEVEN M. COOK
3115 Lakestone Drive
Tampa, Florida 33618

KAREN M. WITHEE
2402 Silver Forest Lane
Lutz, Florida 33549

The Board Of Directors of this corporation shall never consist of less than one member. Subject to that limitation, the number of members of the Board Of Directors of this corporation may be increased or decreased by the stockholders or by the adoption of an appropriate By-Law.

A quorum for the transaction of business shall be a majority of the members of the Board Of Directors. The act of the majority of the members of the Board Of Directors present at a meeting at which a quorum is present shall constitute the act of the Board Of Directors.

ARTICLE VIII

AMENDMENTS: This corporation may, from time to time, amend, alter, change, or repeal any provision contained within these Articles Of Incorporation, in the manner at that time prescribed by the laws of the State Of Florida.

ARTICLE IX

PRINCIPAL OFFICE: The initial street address in the State Of Florida of the principal office and the mailing address of this corporation shall be: 301 Enterprise Street, Suite A, Ocoee, Florida 34761.

The Board Of Directors may, from time to time, remove the principal office to any other address within the State Of Florida,

and, further, may establish branch offices, either within or without the State Of Florida.

ARTICLE X

REGISTERED AGENT/REGISTERED OFFICE: The initially designated Registered Agent and Registered Office of this corporation within the State Of Florida shall be:

NEAL WEINSTEIN, ESQ.
601 North Franklin Street
Suite 610
Tampa, Florida 33602

ARTICLE XI

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT: The initially designated Registered Agent of this corporation, named immediately hereinabove, does hereby make the following statement in acceptance of this appointment:

I, NEAL WEINSTEIN, ESQ., having been nominated pursuant to Florida Statutes, Chapter 607, to act in the capacity of Registered Agent of this corporation, do hereby accept this appointment. I hereby acknowledge that I am familiar with, and accept, the obligations of that position.


NEAL WEINSTEIN, ESQ.
Registered Agent

ARTICLE XII

BY-LAWS: The Board Of Directors of this corporation shall adopt By-Laws, which shall govern the conduct and management of the affairs of this corporation, provided that the same shall not be inconsistent with the provisions of these Articles Of Incorporation

or the laws of the State Of Florida or the laws of the United States Of America.

The corporation's By-Laws may be, from time to time, altered, amended, or repealed, by the act of the Board Of Directors, or by the act of a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporator named hereinabove has set his hand and seal at Tampa, Florida, this 2nd day of April, 1997.


NEAL WEINSTEIN, ESQ.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized to take oaths and acknowledgments, personally appeared NEAL WEINSTEIN, ESQ., to me well known to be the person described in the foregoing and attached Articles Of Incorporation, who, after first by me having been duly sworn, deposed and said the following: I am the person described in and who executed the foregoing and attached Articles Of Incorporation. I hereby acknowledge that I executed the same freely and voluntarily, for the uses and purposes therein set forth. I hereby further acknowledge that all facts and matters therein contained are true and correct.

SWORN AND SUBSCRIBED TO before me this 2nd day of April, 1997.


NOTARY PUBLIC



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97 APR -3 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA