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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: ELCAR PUBLISHING, INC.

AUDIT NUMBER.....H97000008125

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION**

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**Elcar Publishing, Inc.**

**ARTICLE I**

The name of this corporation shall be:

**Elcar Publishing, Inc.**

**ARTICLE II**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to issue at any time is One Thousand Shares of \$1.00 Dollars, par value each.

**ARTICLE IV**

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Prepared by: Pedro L. Albeml, C.P.A.

Albeml & Albeml, P.A.  
4649 Ponce de Leon Blvd. #404  
Coral Gables, Florida 33146  
(305) 662-7272

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The principal office of this corporation shall be located at 15049 S.W. 96th Terrace, Miami, Florida 33196, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time to be determined and authorized by its Board of Directors, with branch offices in such other cities or countries as may from time to time be authorized by its Board of Directors.

**ARTICLE VI**

The initial registered office of this corporation shall be at 15049 S.W. 96th Terrace, Miami, Florida 33196. The initial registered agent at such address shall be **JOHN GONSALVES**.

**ARTICLE VII**

This corporation shall at all time have at least one Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors or the corporation.

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#### ARTICLE VIII

The name and address of the members of the First Board of Directors who shall hold office until the first annual meeting of shareholders and or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

John Gonsalves - 15049 S.W. 96th Terr., Miami, Florida 33196

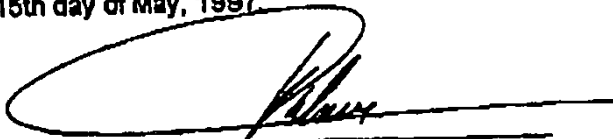
#### ARTICLE IX

The By-Laws of this corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged  
these Articles of Incorporation this 15th day of May, 1997.



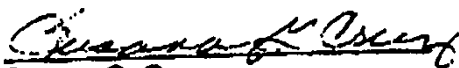
JOHN GONSALVES, President and  
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY, that on this the 15th day of May, 1997, personally  
appeared before me, an authorized officer duly commissioned to administer oaths and  
take acknowledgements: JOHN GONSALVES, to me personally known, and known  
to be the person who executed the foregoing Articles of Incorporation, and  
acknowledge that she signed and executed the same for the use and purposes herein  
stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at  
Coral Gables, Dade County, Florida, the day and year above written.



Susana G. Cruz  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:



SUSANA G. CRUZ  
My Commission CC405313  
Expires Oct. 30, 1998  
Bonded by MIA  
800-428-1855

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EMPIRE CORPORATE KIT

MAY-16-1997 16:00

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

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

That **ELCAR PUBLISHING, INC.**, desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the Articles of Incorporation  
at the City of Miami, County of Dade, State of Florida, has named **JOHN GONSALVES**,  
15049 S.W. 98th Terrace, Miami, County of Dade, State of Florida, as its agent to  
accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated  
corporation, at 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.

By:   
John Gonsalves

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