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LAW OFFICES

James L. Case, P.A.

SUITE 102
2810 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

FILED

97 OCT 17 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32314
FAX (954) 565-2047

JAMES L. CASE

October 16, 1997.

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

12-16-97

RE: E.F. HOLDINGS, INC.

600002323176--8
-10/17/97--01077--008
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation of the captioned company, together with a Resident Agent form and our check in the amount of \$122.50 representing payment of the following:

Filing Fee:	\$35.00
Certified Copy of Charter	52.50
Resident Agent Cert.	35.00
TOTAL:	\$122.50

Very truly yours,

James L. Case
JAMES L. CASE

JLC:kb
Enclosure

P Hall OCT 20

ARTICLES OF INCORPORATION

OF
E.F. HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is E.F. HOLDINGS, INC., and the mailing address is 250 Valencia Avenue, Coral Gables, Florida 33134.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles on October 16th, 1997.

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 Five Hundred (500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

250 Valencia Avenue
Coral Gables, Florida 33134

and the name of the initial registered agent of this corporation at that address is:

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TALLAHASSEE, FLORIDA

10-16-97

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE MILLER President/Director	250 Valencia Avenue Coral Gables, Florida 33134
JOEL BERKOWITZ Vice-Pres./Secy./Treas./Dir.	250 Valencia Avenue Coral Gables, Florida 33134
DAVID HENNESSY Vice-Pres./Dir.	22481 Pleasant Park Road Conifer, Colorado 80433
WILLIAM O. COOLEY Vice-Pres./Dir.	233 Tradewind Drive Palm Beach, Florida 33480

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOEL BERKOWITZ	250 Valencia Avenue Coral Gables, FL 33134

ARTICLE IX - 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.

ARTICLE X - QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of October, 1997.


JOEL BERKOWITZ

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 16 day of October, 1997, by, who ✓ is personally known to me, or who _____ produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



Sofia M. Young
MY COMMISSION #EC474991 EXPIRES
March 12, 2001
BONDED THROUGH TROY FAIN INSURANCE, INC

PREPARED BY:
JAMES L. CASE, ESQUIRE
2810 EAST OAKLAND PARK BOULEVARD
SUITE 102
FORT LAUDERDALE, FL 33306
(954) 563-1000

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

FILED

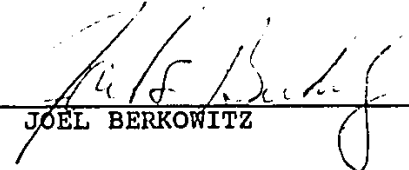
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: That E.F. HOLDINGS, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, State of Florida, has named JOEL BERKOWITZ, located at 250 Valencia Avenue, Coral Gables, Florida, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

By:


JOEL BERKOWITZ

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provision of said Act relative to keeping open said office.

By:


JOEL BERKOWITZ