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TRANSMITTAL LETTER


DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-11/03/97--01166--019
*****70.00 *****70.00

SUBJECT: Incorporation of ELB INVESTMENTS AND HOLDINGS, INC

Enclosed is an original and one (1) copy of the articles of incorporation and our check for the amount of \$70.00

FROM:


Esteban L. Bovo
2900 SW 118 Ave.
Miami, FL. 33175
305-552-0899

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
ELB INVESTMENTS AND HOLDINGS, INC

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ELB INVESTMENTS AND HOLDINGS, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2900 SW 118 AVE. MIAMI, FL. 33175.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 100 SHARES. with a face value of \$10.00 each.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ESTEBAN L. BOVO SR.
2900 SW. 118 AVE
MIAMI, FL. 33175

ARTICLE V INCORPORATOR(S)

The names and street addresses of the incorporators to these Articles of Incorporation is(are):

Eduardo M. Bovo	14755 SW 36 Terr. Miami, FL. 33185
Enrique A Bovo	2900 SW 118 Ave. Miami, FL. 33175

The undersigned incorporators have executed these Articles of Incorporation this 15th day of October, 1997.



EDUARDO M. BOVO



ENRIQUE A. BOVO

A F F I D A V I T

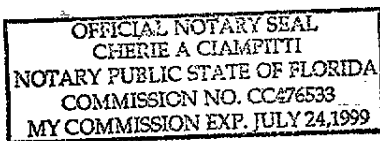
State of Florida)
) SS:
County of Dade)

Before me personally appeared ESTEBAN L. BOVO to me well known and known to me to be the person described and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 15th day of October A.D. 1997.

Cherie A. Ciampitti
Notary Public
State of Florida.

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ELB INVESTMENTS AND HOLDINGS, INC.
2. The name and address of the registered agent and office is:

ESTEBAN L. BOVO SR.
2900 SW. 118 AVE
MIAMI, FL. 33175

HAVING BEEN NAMED AS REGISTERED AGENT ANT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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