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NAME: ELITE FINANCIAL SERVICES, INC.

AUDIT NUMBER.....H98000005048

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1998

EMPIRE

SUBJECT: ELITE FINANCIAL SERVICES, INC.
REF: W98000005858

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Tracy Augsburger
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ARTICLES OF INCORPORATION
OF
ELITE FINANCIAL SERVICES, INC.

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together in order to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities, and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this corporation shall be: ELITE FINANCIAL SERVICES, INC.
(Hereinafter referred to as "the corporation"). Its mailing address is 7352 Ashley Shores Circle, Lake Worth, Florida 33467.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation shall be permitted to conduct any business as permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCKS

This corporation is authorized to issue one hundred (1,500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE

The name of the initial registered agent of this corporation is Jacqueline M. Capiro, and her address is 7352 Ashley Shores Circle, Lake Worth, Florida 33467.

Prepared by:
Alexander G. Cubes, Esquire
10621 N. Kendall Drive, Suite 204
Miami, Florida 33176
(305) 395-6337
FBN-0070742

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may increase or decrease periodically through the By-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

NAME

ADDRESS

Jacqueline M. Capiro

7352 Ashley Shores Circle
Lake Worth, Florida 33467

- (a) Members of the Board of Directors shall be elected and shall hold office in accordance with the By-laws of this corporation;
- (b) The business affairs of this corporation shall be managed by the Board of Directors, and;
- (c) The Board of Directors shall be shareholders in the corporation.

ARTICLE VII - BYLAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The names of the person signing these Articles of Incorporation is Jacqueline M. Capiro, and her address is: 7352 Ashley Shores Circle, Lake Worth, Florida 33467.

ARTICLE X - AMENDMENTS

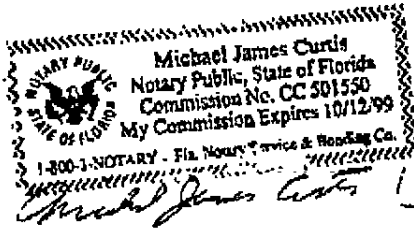
This corporation reserves the right to amend or repeal any provision in these Articles of

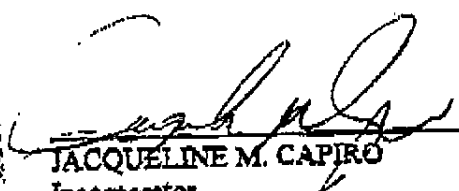
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Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 13 day of March, 1998.




JACQUELINE M. CAPIO
Incorporator

I.S.

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ELITE FINANCIAL SERVICES, INC.

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

IN COMPLIANCE WITH FLORIDA STATUTES §607, THE FOLLOWING IS SUBMITTED:

FIRST — That ELITE FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Palm Beach County, in the State of Florida, has named Jacqueline M. Capiro, whose address is 7352 Ashley Shores Circle, in the City of Lake Worth, Palm Beach County, in the State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PERSONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED this 13 day of March, 1998.

By 
JACQUELINE M. CAPIO
Registered Agent

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ACKNOWLEDGMENT

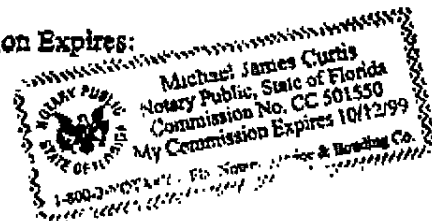
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared JACQUELINE M. CAPIRO, personally known to me, or who produced the following identification Florida Drivers License, to be the person described herein as the subscriber and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she did execute and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this ___ day of March, 1998, in the City of Lake Worth, County of Palm Beach, in the State of Florida.

Michael James Curtis
NOTARY PUBLIC, State of Florida

My Commission Expires:



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