

P98000042008



ACCOUNT NO. : 072100000032

REFERENCE : 810373 81409A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 7, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 810373-005

CUSTOMER NO: 81409A

CUSTOMER: Christopher C. Cathcart, Esq
CHRISTOPHER C. CATHCART, ESQ.

210 North Wymore Road

Winter Park, FL 32789

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-05/07/98--01058--020
***122.50 ***122.50

DOMESTIC FILING

NAME: ELITE MERCHANDISE TRADING
COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2555
W98-10412

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:27
RECEIVED
98 MAY -7 PM 12:09
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:27

May 7, 1998

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ELITE MERCHANDISE TRADING COMPANY, INC.
Ref. Number: W98000010412

We have received your document for ELITE MERCHANDISE TRADING COMPANY, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 498A00025401

RECEIVED
98 MAY -8 PM 1:03
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

ELITE MERCHANDISE TRADING COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:27

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of this corporation is Elite Merchandise Trading Company, Inc., and its principal office is located at 5850 T.G. Lee Boulevard, Suite 517, Orlando, Florida 32822.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other

character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corporation in the State of Florida is 5850 T. G. Lee Boulevard, Suite 517, Orlando, Florida 32822. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Christopher C. Cathcart, whose business address is 210 N. Wymore Road, --
Winter Park, Florida 32789.

ARTICLE VI. DIRECTORS.

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS.

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Allen Keyes	5850 T.G. Lee Boulevard Suite 517 Orlando, FL 32822

ARTICLE VIII. INCORPORATOR.

The name and address of each incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Christopher C. Cathcart	210 N. Wymore Road Winter Park, FL 32789

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED the 5th day of May, 1998.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has

executed these Articles of Incorporation.

Signature of Incorporator

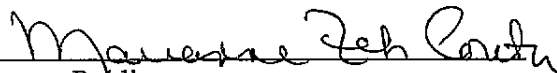


CHRISTOPHER C. CATHCART

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared CHRISTOPHER C. CATHCART, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that she executed the same for the uses and purposes therein expressed. That he is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State and County named above this 5th day of May, 1998.



Notary Public

Print Name: _____

Commission No.: _____

My Commission Expires: _____



Marianne Zeh-Coutu
My Commission CC630448
Expires April 17, 2001

ACCEPTANCE BY REGISTERED AGENT

CHRISTOPHER C. CATHCART, having been named as the Registered Agent in the foregoing Articles of Incorporation of Elite Merchandise Trading Company, Inc. to accept service of process for the corporation at 210 N. Wymore Road, Winter Park, Florida 32789 hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.

A handwritten signature in black ink, appearing to read "Chris Cathcart", written over a horizontal line.

Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:27