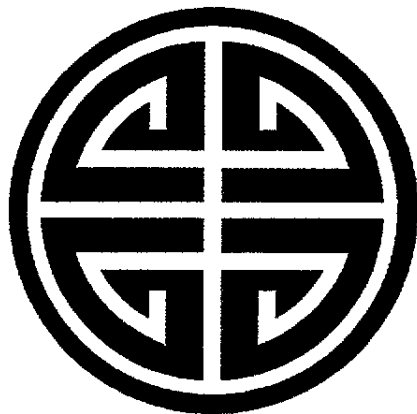


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LE J.R.E. Corp.
15221 NE 6th ave. # A-108
Miami, Florida 33162
Phone (305) 205-1532
Fax (305) 948-0373

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 5, 1998

Melinda Lilliston
Administrative Assistant I
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Lilliston:

I had applied for incorporation for L'Elite Entertainment Group, Inc previously and had failed to make proper payment on the corporation. The Company incorporation status was canceled. I am filing new articles of incorporation along with the proper fees and the processing fees of the last filing status.

I apologized for the delay. I have been out of town and did not know the status of the company.

Sincerely,

Jude Estama
President

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Handwritten signature and date: 6-15-98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

L'Elite Entertainment Group, Inc.

The undersigned, acting as Incorporators of a corporation under the Florida General corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is L'Elite Entertainment Group, Inc.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or as hereafter provided.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in any activities or business permitted under the Law of the United States, the State of Florida, and any state or countries.

2. To transact any lawful business for which corporations

may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock the corporation is authorized to issue is 100 shares of stocks at \$10.00 par value.

ARTICLE V. REGISTERED OFFICE

The name and address of initial registered agent and office are as follows:

Registered Agent: Hulda O. Estama
Initial Office Address: 15221 N.E. 6th Avenue
Apt. A-108
North Miami, Florida 33162

ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida to do all and everything necessary, suitable, or proper

for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or authority.

ARTICLE VII. SUBSCRIBER

The names and addresses of the persons signing these articles of incorporation as a subscribers are:

- 1) LE J.R.E. Corp.
15221 NE 6th Ave.
Apt. A-108
Miami, Fl. 33162
- 2) Pierre M. Laurent
2889 NW 197th Terrace
Miami, Florida 33056

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are:

- 1) LE J.R.E. Corp.
15221 N.E. 6th Avenue
Apt. A-108
Miami, Florida 33162
Incorporator

- 2) Pierre M. Laurent
2889 NW 197th Terrace
Miami, FL. 33056
Incorporator

ARTICLE IX. DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are: _____

- 1) JUDE R. ESTAMA
15221 N.E. 6th Avenue
Apt. A-108
Miami, Florida 33162
Director
- 2) Pierre M. Laurent
2889 NW 197th Terrace
Miami, Florida 33056
Director

ARTICLE X. BY-LAWS

The internal affairs of the corporation are to be regulated and managed in accordance with the By-laws of the corporation as adopted by its shareholders.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time by its shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business are:

15221 N.E. 6th Avenue
Apt. A-108
Miami, Florida 33162

ARTICLE XIII. INDEMNIFICATION

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

ARTICLE XIV. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary

of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XV. AMENDMENT OF ARTICLES

This corporation reserved 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 XVI. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by-laws. (FS 607.111).

ARTICLE XVII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of

issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and condition of the issue of the shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XVIII. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or transaction by vote sufficient for such purpose without

counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.


ARTICLE XIX. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation this

5th day of JUNE, 1998.


JUDE R. ESTAMA, Incorporator


Pierre M. Laurent, Incorporator

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.034, Florida
Statutes (1979), the following is submitted.

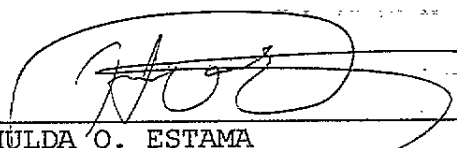
1. That L'Elite Entertainment Group, Inc. desiring to
qualify under the laws of the State of Florida, with its principal
place of business at Miami, Dade County, Florida Has appointed
HULDA O. ESTAMA as its Registered Agent to accept service of
process within the state of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
named corporation at the place designated above,

I DO HEREBY AGREE TO ACT in this capacity and agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

DATED this 5th day of JUNE, 1998.


HULDA O. ESTAMA
Registered Agent