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July 29, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/03/98--01049--018
*****70.00 *****70.00

Re: Elitetrek, Inc.

To Whom it May Concern:

Enclosed please find Articles of Incorporation for Elitetrek, Inc., together with this firm's check in the amount of \$70.00 for filing same. Please return a receipt to the undersigned in the enclosed, stamped, self-addressed envelope.

Sincerely yours,



MIKEL W. CARPENTER

MWC/gl
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 06 1998

ARTICLES OF INCORPORATION

OF

ELITETREK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be ELITETREK, INC.

ARTICLE II

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

- (a) All lawful purposes.
- (b) To lend money and negotiate loans; to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities; generally to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters and financiers which may seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any property or right of the corporation.
- (c) To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or chose in action, including the power to exercise all the rights and privileges of owner and owners thereof.
- (d) To borrow or raise money for any of the purposes of the corporation, in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes or other obligations of any nature and in any manner for money so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights either at the time or thereafter acquired or in any other manner.

(e) To acquire all or part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which the Corporation has the power to conduct, to pay for the same in cash or stock or bonds of the corporation or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

(f) To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of, or otherwise to acquire or obtain the use of, and to hold, protest, own, use, develop, introduce, advertise, and exploit, and to sell, assign, lease, grant licenses or other rights with respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copyrights, letters, patent, and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical or other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are to be or shall be necessary, convenient, advisable, or adaptable for the utilization by the corporation in any way, directly or indirectly, of such letters patent and patent applications, trade names, trademarks, copyrights and pending applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges.

(g) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal or mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

(h) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof.

(i) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized.

(j) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.

(k) The objects and purposes specified in the foregoing clauses of this Article II shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III

The authorized capital stock of this corporation shall consist of 500 shares at \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

ARTICLE V

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

The street address of the initial registered agent of this corporation is 220 Live Oaks Blvd., Casselberry, FL 32707 and the name of the initial registered agent of this corporation at that address is THOMAS L. DIXON. The principal office of the corporation is 220 Live Oaks Blvd., Casselberry, FL 32707.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this corporation who shall hold office until the annual meeting of the shareholders to be held in the year 1998 or until their successors are elected or appointed and have qualified are:

President/Secretary/Treasurer:	THOMAS L. DIXON 220 Live Oaks Blvd. Casselberry, FL 32707
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ARTICLE VIII

The name and street address of each subscriber to these Articles of Incorporation are:

THOMAS L. DIXON, 220 Live Oaks Blvd., Casselberry, FL 32707

ARTICLE IX

The following special provisions shall be in full force and effect:

(a) The holders of the stock of the corporation of any class shall have preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, notes, obligations or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

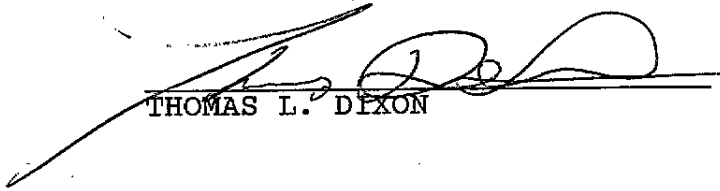
(b) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or are Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, of in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise arise from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

(c) The Board of Directors, in addition to choosing the President, Secretary, and Treasurer of the corporation, may choose one or more Vice Presidents, an Assistant Secretary, an Assistant Treasurer and such other officers as the Board shall deem advisable, and such officer shall serve for such terms and have such duties as may be determined by the Board of Directors.

(d) The shareholders may, in their discretion, choose a Chairman of the Board of Directors at the annual meeting of the shareholders of the corporation, or, if the annual meeting of the stockholders is not held, at any meeting of shareholders thereafter called pursuant to the By-Laws of the corporation.

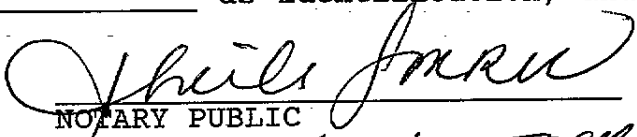
(e) The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of July, 1998.

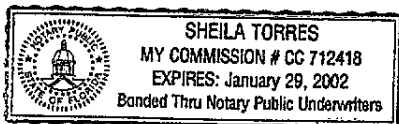

THOMAS L. DIXON

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15 day of July, 1998, by THOMAS L. DIXON, who is personally known to me or who produced FDL as identification, and who did take an oath.


NOTARY PUBLIC

Print: Sheila Torres



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

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

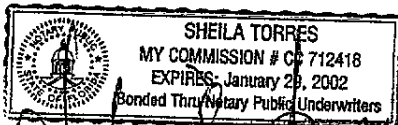
First--That ELITETREK, INC., desiring to organize under the
laws of the State of Florida, with its principal office located
within Seminole County, Florida, has named THOMAS L. DIXON, 220
Live Oaks Blvd., Casselberry, FL 32707, as its agent to accept
service of process within this state.

Second--That THOMAS L. DIXON, having been named to accept
service of process for the above-stated corporation, at place
designated in this certificate, does hereby agree to accept to act
in this capacity, and agrees to comply with the provision of said
act relative to keeping open said office.

DATED the 15 day of July, 1998.

By: _____

THOMAS L. DIXON



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