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CERTIFICATE OF INCORPORATION

for

ELISA'S ENTERPRISES INC.

FILED
98 SEP 30 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: AccuTax Plus
P O Box 150156
Cape Coral, FL 33915

941-458-1770
943-19380
Accutar + Accounting

10-1-98
WLM
3-1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1998

ACCUTAX PLUS
PO BOX 150156
CAPE CORAL, FL 33915

SUBJECT: ELISA'S ENTERPRISES INC.
Ref. Number: W98000021191

7
We have received your document for ELISA'S ENTERPRISES INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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

Article VI states there will be 1 director(s), whereas 2 is/are listed.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 998A00046981

*Ref
attached
copy
for
reference*

ARTICLES OF INCORPORATION
OF
ELISA'S ENTERPRISES INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned does hereby form a corporation under the laws of the State of Florida under the corporate name of **ELISA'S ENTERPRISES INC.** and hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **ELISA'S ENTERPRISES INC.** located in the city of Lehigh Acres, County of Lee, State of Florida.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The amount of capital stock of this corporation shall be 100 shares of non par value stock, which said stock shall be unassessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE IV

The Corporation shall commence business on filing with the Secretary of State and shall have perpetual existence, except that it may be dissolved, as provided by law.

ARTICLE V

The principal place for the operation of its business shall be 208 Lincoln Ave, Lehigh Acres, County of Lee, in the State of Florida 33972. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

ARTICLE VI

The street address of the initial registered office of this Corporation is 208 Lincoln Ave, Lehigh Acres, FL 33972, and the name of the initial registered agent of this Corporation is Gregorio Cifuentes.

ARTICLE VII

This Corporation shall have two directors initially. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the bylaws. The names and addresses of the initial directors of this corporation are:

Gregorio Cifuentes, 208 Lincoln Avenue, Lehigh Acres, FL 33972, and
Luz M. Cifuentes, 208 Lincoln Avenue, Lehigh Acres, FL 33972.

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ARTICLES OF INCORPORATION FOR ELISA'S ENTERPRISES INC.

Page 2 of 4

ARTICLE VIII

The names and post office addresses of the subscribers of these articles, with the amount of stocks subscribed for and agreed to be taken are as follows:

Gregorio Cifuentes, 208 Lincoln Avenue, Lehigh Acres, FL 33972; 50%
Luz M. Cifuentes, 208 Lincoln Avenue, Lehigh Acres, FL 33972; 50%.

ARTICLE IX

The directors and officers shall be elected by the shareholders at their annual meeting, which will be held at the principal office of the Corporation, or at such other place as may be provided by the bylaws, or may otherwise be agreed upon, on the third Thursday of August of each and every year and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders meeting.

ARTICLE X

The amount of indebtedness of liability to which the corporation, at any time, may subject itself shall be unlimited.

ARTICLE XI

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter or repeal any bylaw adopted by the directors. The directors may not alter, amend or repeal any bylaw adopted by the shareholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the shareholders.

ARTICLE XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIV

Each director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Corporation, said

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ARTICLES OF INCORPORATION FOR ELISA'S ENTERPRISES INC.

Page 3 of 4

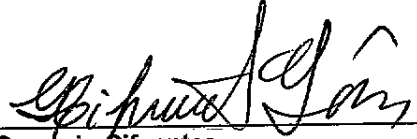
expense to include attorney's fees and the cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

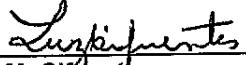
ARTICLE XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer is a member of any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, We, the undersigned, being the original subscribed to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein are true and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated and accordingly set our hands and seals.

Dated this twentieth day of August, 1998.

 8-25-98
Gregorio Cifuentes

 8-25-98
Luz M. Cifuentes

CERTIFICATE OF INCORPORATION FOR ELISA'S ENTERPRISES INC.
Page 4 of 4

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of 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: **ELISA'S ENTERPRISES INC.**
2. The name and address of the registered agent and office is:

GREGORIO CIFUENTES
208 Lincoln Avenue
Lehigh Acres, Florida 33972.



Gregorio Cifuentes

Date: 8-25-98

FILED
98 SEP 30 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and 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.



Gregorio Cifuentes

Date: 8-25-98