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PLEASE REPLY TO:
Hollywood

FILE NO.:
ZZZ-Q-0009

October 23, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ELS OF SOUTH FLORIDA, INC.

000002671970--8
-10/26/98--01040--002
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for ELS of South Florida, Inc., together with a check in the amount of \$78.75, which represents the filing fee and certified copy.

Please immediately file the Articles of Incorporation and return the certified copy to the undersigned.

If you have any questions, or need any additional information, please call me or my corporate assistant, Judy Hoodiman (Ext. 132).

Sincerely yours,

Alan B. Cohn

Alan B. Cohn

ABC:jah327998
Enclosures

FILED
98 OCT 26 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-10/27/98

ARTICLES OF INCORPORATION

OF

ELS OF SOUTH FLORIDA, INC.

FILED
98 OCT 26 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be ELS OF SOUTH FLORIDA, INC.

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 710 Thornridge Avenue, Davie, Florida 33325.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: Edmund Dyckman, 710 Thornridge Avenue, Davie, Florida 33325.

ARTICLE VII

DIRECTORS: The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Edmund Dyckman	710 Thornridge Avenue Davie, Florida 33325
Lynn Dyckman	710 Thornridge Avenue Davie, Florida 33325

ARTICLE IX

INCORPORATOR: The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edmund Dyckman	710 Thornridge Avenue Davie, Florida 33325
Lynn Dyckman	710 Thornridge Avenue Davie, Florida 33325

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by Florida

law the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

PREEMPTIVE RIGHTS: The corporation provides each of its shareholders with all preemptive rights provided by Florida law.

ARTICLE XII

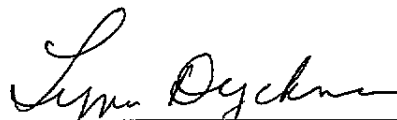
EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XIII

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 shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 23 day of October, 1998.


EDMUND DYCKMAN


LYNN DYCKMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for ELS OF SOUTH FLORIDA, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: OCTOBER 23, 1998.

Edmund Dyckman
EDMUND DYCKMAN

FILED
98 OCT 26 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA