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FAX #:

NAME: ELITE-USA CORP.

AUDIT NUMBER.....H98000022047

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
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Secretary of State

November 25, 1998

ZUCKERMAN, SPAEDER, TAYLOR & EVANS

SUBJECT: ELITE-USA CORP.
REF: W98000026526

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**ARTICLES OF INCORPORATION
OF
ELITE-USA CORP.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

ELITE-USA CORP.

ARTICLE II

The mailing address of the corporation is:

201 S. Biscayne Blvd., Suite 900
Miami, FL 33131

The address of the principal office is:

201 S. Biscayne Blvd., Suite 900
Miami, FL 33131

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ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is c/o Zuckerman Spaeder Taylor & Evans, L.L.P., 201 South Biscayne Boulevard, Miami Center - Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is Michael Steven Greene, who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of

Michael Steven Greene, Esq.
Florida Bar No. 293441
Zuckerman Spaeder Taylor & Evans, LLP
201 S. Biscayne Blvd., Suite 900
Miami, FL 33131
305-358-5000

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process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, whose name and address is:

Michael Steven Greene
201 S. Biscayne Blvd., Suite 900
Miami, FL 33131

ARTICLE IX

The name and address of the Incorporator is:

Michael Steven Greene
c/o Zuckerman Spaeder Taylor & Evans, L.L.P.
201 South Biscayne Boulevard
Miami Center - Suite 900
Miami, Florida 33131

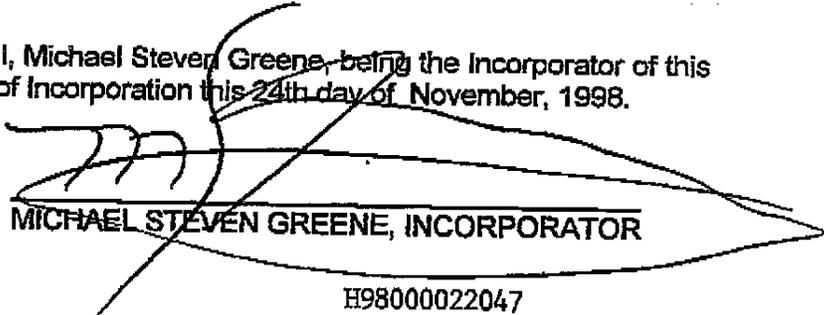
ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Michael Steven Greene, being the Incorporator of this corporation, make and file these Articles of Incorporation this 24th day of November, 1998.


MICHAEL STEVEN GREENE, INCORPORATOR

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