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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

ELDE INVESTMENTS, INC.

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**ARTICLES OF INCORPORATION
OF
ELDE INVESTMENTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation is ELDE INVESTMENTS, INC. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplies thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III - REGISTERED OFFICE/AGENT

The street address of the Corporation's initial registered office in the State of Florida is 12260 SW 8th Street, Suite 224, Miami, Florida 33184 and the name of its initial registered agent as such address is Betty Hyman, Esq.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office of the Corporation, and its mailing address, is 780 NW Le Jeune Road, Suite 516, Miami, Florida 33126.

Preparer:
Betty Hyman, Esq.
12260 SW 8th Street, Suite 224
Miami, Florida 33184
Ph. (305) 551-2600
Fl. Bar No. 0083100

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ARTICLE V- AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are one thousand (1,000), and the par value of each share shall be one dollar (\$1.00).

ARTICLE VI - PROVISIONS

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the director who is to serve as the initial Board of Directors of the Corporation is as follows:

Elias Mizrahi
c/o Betty Hyman, Esq.
12260 SW 8th Street, Suite 224
Miami, Florida 33184

ARTICLE VIII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, 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 person made, or threatened to be made, a party to any action, suit or proceeding by the reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture,

H99000013451

H99000013451

trust or other enterprise; except for any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 26th day of May, 1999.

Betty Hyman
Betty Hyman, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

Having been named to accept service of process for ELDE INVESTMENTS, INC. at the place designated in the Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with provisions of all statutes relative to the proper and complete performance of my duties; and, (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 26th day of May, 1999

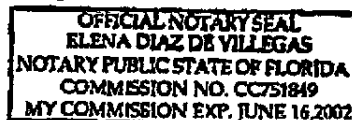
BY: Betty Hyman
Betty Hyman

The foregoing instrument was acknowledged before me on this 26th day of May, 1999 by Betty Hyman to me personally known and who have taken the oath.

Elena Diaz de Villegas
Notary Public, State of Florida

Dated as of the 26th day of May, 1999. My commission expires: _____

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