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Neduchal & Magee, P.A.

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FILED

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(407) 423-1020

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James M. Magee

Joseph E. Neduchal

BANKRUPTCY
PERSONAL INJURY AND WRONGFUL DEATH
TRIAL PRACTICE
GENERAL PRACTICE

FAX (407) 423-7718

FAMILY LAW
REAL PROPERTY
TRIAL PRACTICE
GENERAL PRACTICE

H. James Brett
OF COUNSEL

August 20, 1999

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*****78.75 *****78.75

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

Re: Incorporation of Elkareh Companies, Inc.
Our File Number: 99-127

Dear Madam:

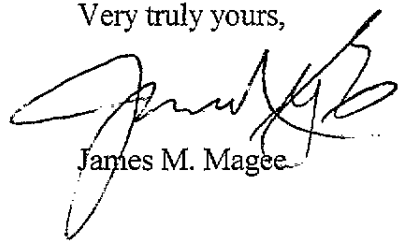
Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$78.75 is enclosed. This represents payment for:

Articles of Incorporation
Designation of and Acceptance by a Registered Agent
Certified copy of Articles of Incorporation.

Very truly yours,


James M. Magee

JMM/vi
Enclosures

PH 8/24/99

PH 8/24/99

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H. James Brett
OF COUNSEL

August 24, 1999

Department of State
Attention: **Ms. Pam Hall**
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

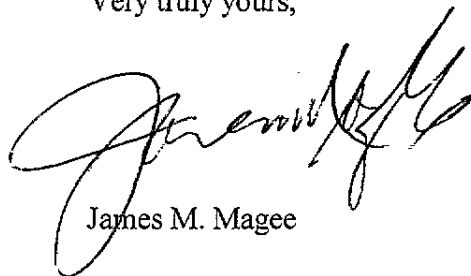
Re: Elkareh Companies, Inc.

Dear Ms. Hall:

Pursuant to your telephone conversation with my secretary, please find the enclosed Articles of Incorporation, the original and a copy, regarding Elkareh Companies, Inc. I am sending the correct version.

Thank you very much for your help in this matter.

Very truly yours,


James M. Magee

JMM/vi
Enclosure

RECEIVED
99 AUG 25 AM 10:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Hand back to Capital Conn. per Chris Thumwalt

ARTICLES OF INCORPORATION
OF
ELKAREH COMPANIES, INC.,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

The name of the corporation is ELKAREH COMPANIES, INC.

ARTICLE 2

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE 3

The duration of existence of the corporation is perpetual.

ARTICLE 4

The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares. All such shares shall be of a single class, designated as common, and shall be without par value.

ARTICLE 5

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE 6

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE 7

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 8

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE 9

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 10

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Nadim Elkareh
7454 Sugar Band Drive
Orlando, Florida 32819

ARTICLE 11

The initial Registered Agent of the corporation is NADIM ELKAREH. The street address of the corporation's initial registered office is:

1125 Gills Drive
Suite 800
Orlando, Florida 32824


ARTICLE 12

The name and address of the incorporator of the corporation is:

Nadim Elkareh
7454 Sugar Band Drive
Orlando, Florida 32819

In Witness Whereof, I have signed my name this date.

Dated: 8/20/99


NADIM ELKAREH, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION FOR SERVICE OF PROCESS
WITHIN THIS STATE, AND ACCEPTANCE.**

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said act;

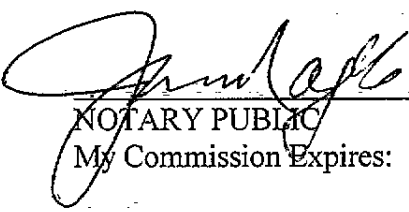
That **ELKAREH COMPANIES, INC.**, desires to organize under the laws of the State of Florida with its business office at 1125 Gills Drive, Suite 800, Orlando, Florida 32824, as indicated in the Articles of Incorporation, has named as its registered agent and registered office, NADIM ELKAREH as its agent to accept service of process within this State.


NADIM ELKAREH, Incorporator

Having been named registered agent to accept service of process for the above stated corporation, at the place designated to this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of the aforementioned Statutes, including keeping open said office.


REGISTERED AGENT
NADIM ELKAREH

The foregoing instrument was acknowledged before me this 20th day of August, 1999, by NADIM ELKAREH, as Registered Agent of ELKAREH COMPANIES, INC., a Florida corporation on behalf of the corporation. He is personally known to me or has produced Fla Drivers License as identification.


NOTARY PUBLIC
My Commission Expires:

