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FILED
99 DEC 15 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 13, 1999

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

EFFECTIVE DATE
12-13-99

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-12/15/99--01063--008
*****78.75 *****78.75

Re: ELD Products, Inc., a Florida corporation

Dear Sir:

Enclosed please find original and photocopy of Articles of Incorporation for ELD Products, Inc. with attached Certificate Designating Resident Agent. Also enclosed is check for \$78.75 for the filing fee, certificate, and certified copy. Please return the certificate to me.

Yours truly,

Martin Shapiro
Martin Shapiro

ARTICLES OF INCORPORATION

OF

ELD PRODUCTS, INC.

ARTICLE I - NAME

The name of this corporation is ELD Products, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the subscription and acknowledgement of these Articles, to wit: December 13, 1999.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,500 shares of no par value common stock which shall be designed as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 6538 Collins Avenue, Suite 417, Miami Beach, Florida 33141.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is: Eran Dan, 6538 Collins Avenue, Suite 417, Miami Beach, Florida 33141.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

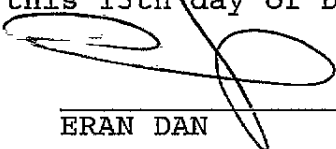
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this corporation's initial registered office is 6538 Collins Avenue, Suite 417, Miami Beach, Florida 33141, and the name of its its initial registered agent at that address is Eran Dan.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of December, 1999.



ERAN DAN

CERTIFICATE DESIGNATING RESIDENT AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

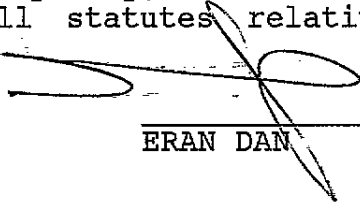
In compliance with Section 607.0501(3), Florida Statutes, the following is submitted:

That ELD Products, Inc., desiring to organize or qualify under the laws of the State of Florida, with its initial principal office at 6538 Collins Avenue, Suite 417, Miami Beach, Florida 33141, has named Eran Dan, 6538 Collins Avenue, Suite 417, Miami Beach, Florida 33141, as its agent to accept service of process within Florida.

Dated: December 13, 1999


ERAN DAN

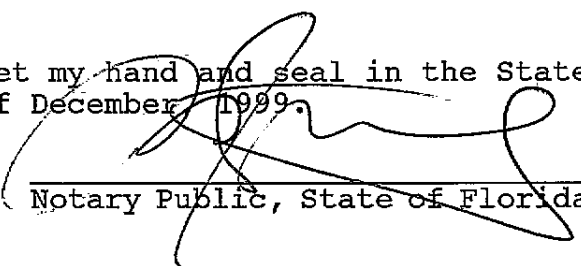
Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


ERAN DAN

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Eran Dan, who presented for identification FL D 500-200-76-050-0 and who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of December, 1999.


Notary Public, State of Florida