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ALLEN, DELL, FRANK & TRINKLE

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LEROY ALLEN (1902-1973)
L. ROBERT FRANK (1924-1989)
JOHN K. TRINKLE, JR. (1928-1991)

AUTOMATIC TELECOPIER
(813) 229-6683

February 22, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/23/96--01096--005
***192.50 ***192.50

Re: ANGES, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of ANGES, Inc., to be filed with the state. Once the Articles have been filed, kindly furnish the undersigned with a certified copy. A check in the amount of \$192.50 is enclosed for your services.

Your assistance in this matter is greatly appreciated. Please call if you have any questions or concerns.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE

Aimee M. Curtis
Aimee M. Curtis
Secretary to A. Christopher Kasten

/amc
encs.
cc: Neda M. Lutgen

96 FEB 29 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Handwritten initials and date

ARTICLES OF INCORPORATION
OF
ANGES, INC.

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96 FEB 29 11 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name and Address

The name of the corporation is ANGES, Inc.

The principal office and the mailing address of the Corporation is 4605 Huntsman Court, Tampa, Florida 33624, subject to change and relocation by the Board of Directors.

ARTICLE II - Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - Capital Stock

The capital stock of this Corporation shall be 100 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - Registered Office

The street address of the initial registered office of the Corporation is 101 E. Kennedy Blvd., Suite 1240, Tampa, Florida 33602, and the name of the initial registered agent at such address is A. Christopher Kasten, II.

ARTICLE V - Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
A. Christopher Kasten, II	101 E. Kennedy Blvd. Suite 1240 Tampa, Florida 33602

ARTICLE VI - Directors

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Corporation but shall never be less than one (1). Except as limited by these Articles of Incorporation of the Bylaws of the Corporation, the directors shall have all powers granted to them by the Florida General Corporation Act now in effect, or as it is thereafter amended.

ARTICLE VII - Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of three (3) directors.

The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Neda M. Lutgen	4605 Huntsman Court Tampa, Florida 33624
Enrique A. Lutgen	4605 Huntsman Court Tampa, Florida 33624
Alfredo Lutgen	4605 Huntsman Court Tampa, Florida 33624

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except, that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

ARTICLE IX - Amendment

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All the directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The shareholders may amend or repeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27th day of February 1996.



A. Christopher Kasten, II
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

FILED
96 FEB 29 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 27th day of February 1996, by
A. Christopher Kasten, II, who is personally known to me.

Amee M. Curtis
Notary Public

Amee M. Curtis
Printed Name of Notary Public
State of Florida at Large
My commission expires:

OFFICIAL NOTARY SEAL
AMEE M. CURTIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC13259
MY COMMISSION EXPIRES MAY 20, 1999

ACCEPTANCE

I HEREBY ACCEPT to act as initial Registered Agent for ANGES, Inc., as stated in these
Articles of Incorporation.

[Signature]
A. Christopher Kasten, II