

LAW OFFICES
STEVEN LULICH, P.A.

P.O. BOX 781390
SEBASTIAN, FL 32978-1390
(561) 589-5500
FAX: (561) 589-8800
www.lulich.com

STEVEN LULICH
Attorney & Consultant

WINTER PARK OFFICE
(407) 679-7845
SATELLITE BEACH OFFICE
(407) 779-0002
steve@lulich.com

N 00000003501

FILED
00 MAY 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/17/00

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

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-05/22/00--01128--003
****122.50 *****78.75

Re: UNIVERSAL ANGEL FOUNDATION, INC.

Gentlemen:

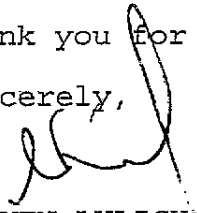
Enclosed for filing, please find Articles of Incorporation for the above captioned corporation. Also enclosed is our check in the amount of \$122.50 as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

If you have any questions, please contact my office.

Thank you for your cooperation in this regard.

Sincerely,


STEVEN LULICH, ESQUIRE
SL:dj
Enclosures

F. C. 5327

MAY 31 2000

ARTICLES OF INCORPORATION
OF
UNIVERSAL ANGEL FOUNDATION, INC.

FILED
00 MAY 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is UNIVERSAL ANGEL FOUNDATION, INC.

ARTICLE II - CORPORATE PURPOSE

The object and purpose of the Corporation is for the acquisition distribution of angel(s) (figurines) to individuals in need of a spiritual and visual reminder that they are loved, cared for, and supported by others. This purpose involves the distribution of angels without regard to individuals, religious affiliations(s) and related lectures to groups and related motivational activities.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the By-Laws of the Corporation.

Section 2: Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty days' prior written notice to the Board of Directors.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than five (5) persons. Directors shall be elected or removed in accordance with the procedure provided in the By-Laws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. These officers shall be elected and shall hold office in the manner provided by the By-Laws of the Corporation.

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and residence addresses of the officers and directors who are to manage all the affairs of the Corporation until the first annual meeting are:

VIKKI L. WELLS
2055 82nd Avenue #495
Vero Beach, FL 32966
President/Treasurer

MARIA A. BONWELL
2055 82nd Avenue #495
Vero Beach, FL 32966
Vice President

PAUL MATTFELD
2055 82nd Avenue #495
Vero Beach, FL 32966
Secretary

ARTICLE VII - BY-LAWS AND AMENDMENTS TO

THE ARTICLES OF INCORPORATION

The By-Laws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of

the Board of Directors; provided that notice thereof, which shall include the text of the By-Laws' change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the By-Laws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of not for profit corporations.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - SUBSCRIBERS

The names and residence addresses of the subscribers to this Corporation are as follows:

VIKKI L. WELLS
2055 82nd Avenue #495
Vero Beach, FL 32966

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT
AND CORPORATION'S OFFICE

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at UNIVERSAL ANGEL FOUNDATION, INC., and hereby designate and appoint VIKKI L. WELLS as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and duly designated. The corporation office and registered office addresses are the same as stated above.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for

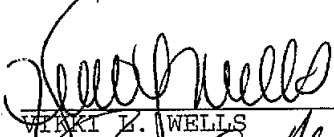
or against any candidate for public office. ...

4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 401(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 10th day of May, 2000.


VIKKI L. WELLS


MARIA A. BONWELL

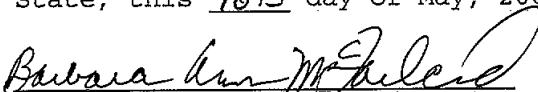

PAUL MATTFELD

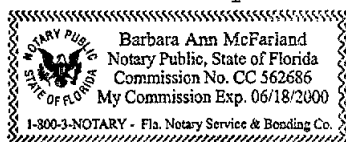
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared VIKKI L. WELLS, MARIA A. BONWELL and PAUL MATTFELD, to me well know and well known to me to be the persons described in and who subscribed their names to the foregoing Articles of Incorporation, and who acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 10th day of May, 2000.


Notary Public, State of Florida
My Commission Expires:



STATE OF FLORIDA

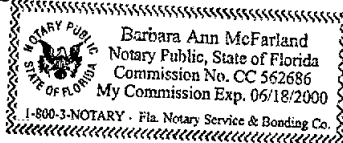
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared MARIA A. BONWELL, to me well known and well known to me to be the person described in and who subscribed her name to the foregoing Articles of Incorporation, and who acknowledged before me that she executed such Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 10th day of May, 2000.

Barbara Ann McFarland
Notary Public, State of Florida

My Commission Expires:



STATE OF FLORIDA

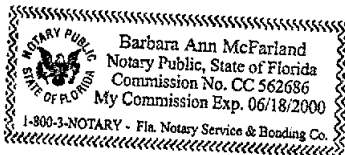
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared PAUL MATTFELD, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and who acknowledged before me that he executed such Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 10th day of May, 2000.

Barbara Ann McFarland
Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

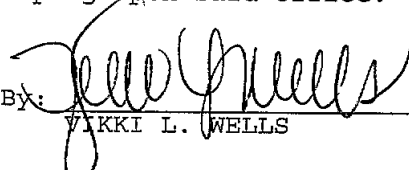
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That **UNIVERSAL ANGEL FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Vero Beach, County of Indian River, State of Florida, has named **VIKKI L. WELLS** located at 2055 82nd Avenue, County of Indian River, City of Vero Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


VIKKI L. WELLS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 22 AM 8:26

FILED