

G. W. GARMAN & CO.

M R G L E S

3801 S. OCEAN DR 4Z
HOLLYWOOD FL 33019

Telephone 954.455.9104
TELECOPIER 954-961-0773

N98000002202

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314
(904) 488-9000

400002490414--2
-04/16/98--01045--005
*****70.00 *****70.00

Dear Sirs/Madam:

Enclosed is an original and one (1) copy of the Articles of
Incorporation of ANGELS IN DISTRESS, INC for filling purposes.

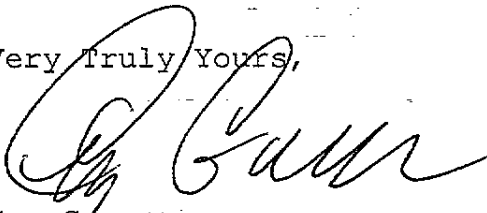
Also enclosed is an executed original of the registered agent's
written acceptance of his appointment as registered agent.

Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a stamped copy of the Articles to the undersigned at
the above address.

Thank you for your prompt attention.

Very Truly Yours,



Guy Garman
FOR THE FIRM
954-455-9104

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:22

RP
04-17-98

ARTICLES OF INCORPORATION

OF

ANGELS IN DISTRESS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 16 AM 9:22

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is ANGELS IN DISTRESS, INC (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation, shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, (b) by a Corporation, contributions to which are deductible under section 170

(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 - OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Shelly Strauss
Vice President:	Shelly Klavans
Secretary:	David Hays

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 1481 N.E. Miami Gardens 36S, N. Miami, Florida 33179.

ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Guy Garman
3801 S Ocean Dr 4Z
Hollywood Florida 33019

ARTICLE 7 - DIRECTORS:

The Directors of the Corporation shall be:

Shelly Strauss
Shelly Klavans
David Hays

ARTICLE 8 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP.

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is Guy Garman located at 3801 S. Ocean Dr. 4Z, Hollywood. Florida 33019. The name and address of the registered agent of this Corporation is Guy Garman, 3801 S. Ocean Dr. 4Z, Hollywood, Florida 33019.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 - INDEMNIFICATION


The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreigner or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be the distributed to the federal government, or to a state or local government for public

purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

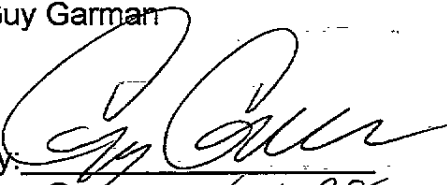
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this April 10, 1998


GUY GARMAN, Incorporator

**ACCEPTANCE OF THE REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

Guy Garman, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Guy Garman

by: 
Guy Garman 4.10.98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:22