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FOTOPULOS & SPRIDGEON

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SUITE 725
TAMPA THEATRE BUILDING
707 NORTH FRANKLIN STREET
TAMPA, FLORIDA 33602

TELEPHONE
(813) 225-4247
FACSIMILE
(813) 229-3075

February 11, 2000

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: Articles of Incorporation
ANGOLA AFRICA INTERNATIONAL, INC.

Gentlemen:

We enclose for filing the Articles of Incorporation of ANGOLA AFRICA INTERNATIONAL, INC.

We also enclose our law firm check in the amount of Seventy Dollars (\$70.00), to be applied as follows:

Filing Fee	\$35.00
Registered Agent Designation	<u>\$ 35.00</u>
<u>TOTAL</u>	<u>\$70.00</u>

no copy

Thank you very much for your attention to this letter and its enclosures. If you have any questions or need any further information or documentation, please do not hesitate to contact our offices.

Very truly yours,

FOTOPULOS & SPRIDGEON



Thomas E. Fotopulos

TEF/pk
Enclosures

FILED
00 FEB 14 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 17 2000

**ARTICLES OF INCORPORATION
OF
ANGOLA AFRICA INTERNATIONAL, INC.**

FILED
00 FEB 14 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is ANGOLA AFRICA INTERNATIONAL, INC. The mailing address of the Corporation is 7017 Challenger Avenue, Titusville, Florida 32780-8201.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of capital stock with no par value, which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 707 North Franklin Street, Suite 725, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Thomas E. Fotopulos.

ARTICLE VII - OFFICERS AND DIRECTORS

The Corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial officers and Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Walter F. Holloway [Director]	3773 N. Indian River Drive Cocoa, Florida 32926
John W. Mansur [Director]	4195 Sparrow Hawk Road Melbourne, Florida 32934
Bobby Parsons [Director]	13015 Cricket Hollow Cypress, Texas 77429

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Walter F. Holloway	3773 N. Indian River Drive Cocoa, Florida 32926
John W. Mansur	4195 Sparrow Hawk Road Melbourne, Florida 32934
Bobby Parsons	13015 Cricket Hollow Cypress, Texas 77429

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

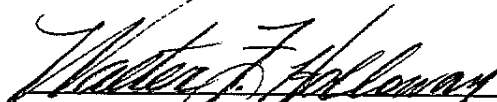
ARTICLE X - AMENDMENT

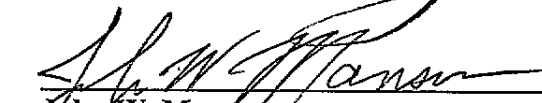
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the date of signing.

DATED: February 10, 2000

ANGOLA AFRICA INTERNATIONAL, INC.


Walter F. Holloway


John W. Mansur

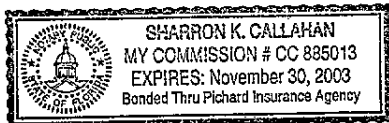

Bobby Parsons

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WALTER F. HOLLOWAY, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. WALTER F. HOLLOWAY is personally known to me, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 10 day of February, 2000.




Notary Public, State of Florida

Sharron K. Callahan
Printed Name


ACKNOWLEDGEMENT

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOHN W. MANSUR, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. JOHN W. MANSUR is personally known to me, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 10 day of February, 2000.





Notary Public, State of Florida

Sharron K. Callahan

Printed Name

ACKNOWLEDGEMENT

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared BOBBY PARSONS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. BOBBY PARSONS is personally known to me, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 10 day of February, 2000.





Notary Public, State of Florida

Sharron K. Callahan

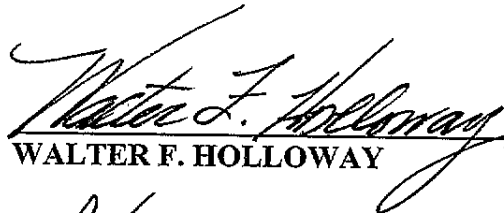
Printed Name


**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

WALTER F. HOLLOWAY, JOHN W. MANSUR, and BOBBY PARSONS, the Incorporators of the aforementioned corporation, desiring to organize or qualify under the laws of the State of Florida, have named Thomas E. Fotopulos, 707 N. Franklin Street, Suite 725, Tampa, Florida 33602, as the corporation's agent to accept service of process within Florida.

DATED: February 10, 2000


WALTER F. HOLLOWAY


JOHN W. MANSUR


BOBBY PARSONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

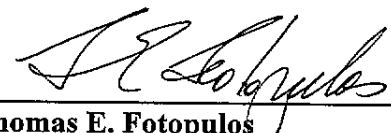
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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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

DATED: February 10, 2000


Thomas E. Fotopulos
Registered Agent