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Heavenly Wings, Inc..
140 Prospect Ave
Cocoa, FL 32922

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 2000

State of Florida Department of Revenue
Application Acceptance Section
Ms. Dories Brown

Dear Dories:

How are feeling today? I hope everything is ok (smile). Enclosed please find Articles of Incorporations for Heavenly Wings, Inc. Along with a check in the amount of \$98.75 for filling fees (\$ 35.00) designation of registered agent (\$ 35.00) also a stamped copy of my articles. Also enclosed is a photocopy of Articles. Please return this to me with the filling date stamped on it.

Thank You,

John P. Holder

Complete Business Solutions } doufiam
575 Babcock St
Palm Bay, FL 32905 }

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****197.50 *****78.75

John P. Holder
AUTHORIZATION BY STATE TO
CITY OF Article VI - PA-
+ last of - PA-
DATE: 8/1/00
BY: [Signature]

PA 8/8/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation

Article 1. The name of the corporation is Heavenly Wings, Inc.

Article 2. The principal place of business of this corporation shall be:
408 Stone Street Cocoa, Fl 32922

Article 3. The purpose for which the corporation is organized is to transact any and all business for which corporations may be incorporated under Chapter 607, Florida Statute.

THE CORPORATION SHALL HAVE THE FOLLOWING POWERS:

- a. To have a Corporate Seal, Which may be alter at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.
- c. To conduct its business, carry on its operations, and have officers and exercise the powers granted by law within or without this state.
- d. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- e. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of directors, officers, and employees of its, subsidiaries.
- f. To have and exercise all powers necessary or convenient to effects its purposes.
- g. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of this state, for the administration and regulation of the affairs of the corporation.
- j. To make contracts of insurance or other contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property franchises, and income.

Article 4. Capital Stock: The corporation shall have the authority to issue 100 shares of common stock, having no par value.

Article 5. COMMENCEMENT OF CORPORATE EXISTENCE

Term of Existence: This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

Article 6. The registered agent shall be John Holder and the initial registered office shall be at 5275 Babcock St Suite #2 Palm Bay, Florida 32905

Article 7. Officers The officers of the Corporation shall consist of President, Secretary, and Treasurer. Other officers may be provided for the Bylaws. Each Officer shall be elected by the provided Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Title	Name	Address
President/ Secretary	Carol Small	140 Prospect Ave Cocoa, Fl 32922
Vice President	Micheal Small	140 Prospect Ave Cocoa, Fl 32922

Article 8. The incorporator of this corporation is Carol Small whose address is 140 Prospect Ave Cocoa, Fl 32922

Article 9. Amendment:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has have executed these Articles of Incorporation this _____ day of _____, 2000

Dated August 1, 2000



Carol Small
Incorporator

State of Florida)
County of (BREVARD)

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Registered Agent / Registered Office

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Heavenly Wings, Inc..
2. The name and address of the registered agent and office is: John Holder
5275 Babcock St Suite #2 Palm Bay, Florida 32905

Signature Carol Small
(corporate officer)

Title: President

Date August 1, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]

DATE 8-2-00