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Sandra Weiss
201 Dade Avenue
Sarasota, FL 34232

December 18, 2000

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 34214

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-12/21/00--01053--003
****122.50 *****78.75

**C-Corporation
Articles of Incorporation
Of
Sandy's Angels, Inc.**

01/01/01

Gentlemen:

Enclosed please find my check in the amount of \$122.50 to cover the filing fees for the aforementioned Articles of Incorporation.

If further information is required, please do not hesitate to contact me at the address above.

Thanking you in advance for your prompt and expedient attention in this matter.

Sincerely,


Sandra Weiss

Encl.

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00 DEC 21 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation of Sandy's Angels, Inc.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be Sandy's Angels, Inc. The principal place of business of this corporation shall be as follows:

Corporate Address

201 Dade Avenue
Sarasota, FL 34232

ARTICLE II TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on January 1, 2001.

ARTICLE III NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued

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TALLAHASSEE, FLORIDA

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as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from pre-emptive rights by the affirmative vote of the holders of two-thirds of the shares entitles to such pre-emptive rights.

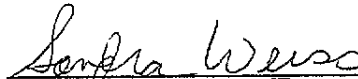
ARTICLE V REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and Street Address

Sandra Weiss
201 Dade Avenue
Sarasota, FL 34232

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Sandra Weiss,
Registered Agent

ARTICLE VI BOARD OF DIRECTORS

The corporation shall have a Board of Directors of One(1) director(s) initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name(s) and address(es) of the person(s) who shall serve as the initial director(s) of the corporation until the first meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and Street Address

Sandra Weiss
201 Dade Avenue
Sarasota, FL 34232

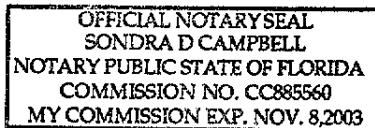
**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Name and Street Address

Sandra Weiss
201 Dade Avenue
Sarasota, FL 34232

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, has executed these Articles of Incorporation this 18 day of December, 2000.



Sandra Weiss
Incorporator

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00 DEC 21 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Sarasota

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Sandra F. Weiss, to be the person described in and personally known to me, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of December, 2000.
FL DL W 200-786-55597-1

Sondra D. Campbell
Notary Public
Sondra D. Campbell, Notary

My Commission expires: