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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

ANGEL FLY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. McKnight JUN 14 2001

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ARTICLES OF INCORPORATION
OF

ANGEL FLY, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be ANGEL FLY, INC.

ARTICLE II - PURPOSE

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and United States of America.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

ARTICLE IV - DURATION

The existence of this corporation shall be perpetual.

ARTICLE V - LOCATION

The principal office of this corporation shall be located at: 9937 NW 47th Terrace, Miami, Florida 33178.

GLORIA ROA BODIN, P.A.
2655 LEJEUNE ROAD
SUITE 1001
CORAL GABLES, FL 33134
PH: (305) 442-1322
FL BAR No.: 262897

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one and not more than five members. The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows: Wilmer Diaz, 9937 NW 47th Terrace, Miami, Florida 33178.

ARTICLE VII - INITIAL OFFICERS

The following are the initial officers:-

President:	Wilmer Diaz
Vice-President:	Wilmer Mata
Secretary:	Zobeya Diaz
Treasurer:	Wilmer Diaz

ARTICLE VIII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is: Gloria Roa Bodin, 2655 LeJeune Road, Suite 1001, Coral Gables, FL, 33134.

ARTICLE IX - BY-LAW

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholder or Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or any new stock this Corporation of the same kind, class or series as which he already holds, shall have the right to

purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII INCORPORATOR

The name and address of the person signing these Articles is: Wilmer Diaz,
9937 NW 47th Terrace, Miami, Florida 33178.

ARTICLE XIII - AMENDMENT

This Corporation reserved the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 11 day of June, 2001.



Wilmer Diaz

H 01000073720ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


 Gloria Roa Bodin

 STATE OF FLORIDA }
 COUNTY OF DADE } ss:

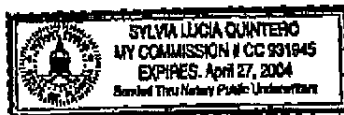
I HEREBY CERTIFY that on this day personally appeared Wilmer Diaz before me well known to be the same described herein and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida this 11 day of June 2001.


 NOTARY PUBLIC OF STATE
 OF FLORIDA-AT-LARGE

My commission expires:

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 SEVENTH DAY OF JUNE
 2001
 MIAMI, FLORIDA

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