

Scott F. Sharp 2465 NW 33rd Street; #1515 Oakland Park, FL 33309-6468

Florida Dept. of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Subject:

Letter of Transmittal

Re:

Mystical Treasures, Inc.

To whom it may concern:

Please find enclosed, one (1) ORIGINAL and one(1) COPY of the Articles of Incorporation for Mystical Treasures, Inc. and a check, payable to the Florida Department of State, for \$87.50 (Eighty Seven and 50/100 Dollars), which includes \$35.00 (Thirty Five and 00/100 Dollars), EACH, for the Filing Fee and Designation of Registered Agent and \$8.75 (Eight and 75/100 Dollars) for the Certified Copy Fee and the same amount for the Certificate of Status.

We ask that you approve this request and forward the appropriate documementation to the aforementioned address at your earliest convenience.

y truly yours,

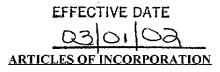
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SECRETARY OF STATE TALLAHASSEE FLORIDA

MYSTICAL TREASURES, INC.

for

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation Pursuant to
• Chapter 607 F.S. (Profit)

ARTICLE I

The name of this corporation shall be:

MYSTICAL TREASURES, INC.

ARTICLE II

The Principal Place of Business and Mailing Address of this Corporation shall be:

855 West Commercial Boulevard; Suite #505 Fort Lauderdale, FL 33309

ARTICLE III

The Primary Activities of this Corporation shall be:

Retail Sales of Books and Gift Items

ARTICLE IV

The total number of shares of Capital Stock which may be issued by this Corporation shall be:

1,500 shares at \$1.00 (One Dollar) Par Value each,

all of which shall be Common Stock and shall be fully paid and non-assessable. All stock shall be payable in Cash, Property, Labor or Services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

Shareholders will have pre-emptive rights with respect to additional shares of stock offered by the Corporation.

Shareholders will be required to first offer their shares of the Corporation before selling to other parties.

ARTICLE V

The FISCAL YEAR of this Corporation shall follow a Standard Calendar Year of JANUARY 1 THROUGH DECEMBER 31.

ARTICLE VI

The Names and Post Office Addresses of the Initial Board of Directors of this Corporation, who shall hold office until their Successors are chosen by the same, shall be:

SCOTT F. SHARP 2465 NW 33rd Street; #1515 Oakland Park, FL 33309-6468 (954) 714-8880

MICHAEL A. de MELO 855 West Commercial Boulevard; Ste. #B Fort Lauderdale, FL 33309 (954) 464-1027

B. DAWN HENSEL 855 West Commercial Boulevard; Ste. #B Fort Lauderdale, FL 33309 (954) 464-1056

The Directors of this Corporation will be relieved of Personal Liability to the Corporation.

ARTICLE VII

The Names and Post Office Addresses of the Initial Officers of the Corporation and the offices of President, Vice President, Secretary, and Treasurer shall be held by:

MICHAEL A. de MELO - President 855 West Commercial Boulevard; Ste. #B Fort Lauderdale, FL 33309 (954) 464-1027

SCOTT F. SHARP - Vice President 2465 NW 33rd Street; #1515 Oakland Park, FL 33309-6468 (954) 714-8880

B. DAWN HENSEL - Treasurer 855 West Commercial Boulevard; Ste.#B Fort Lauderdale, FL 33309 (954) 464-1056

B. DAWN HENSEL - Secretary 855 West Commercial Boulevard; Ste.#B Fort Lauderdale, FL 33309 (954) 464-1056

The Corporation will defend the Directors and Officers of the Corporation against Lawsuits brought upon the Corporation.

Business transactions between the Corporation and its Officers and Directors will be allowed.

Instruments which relate to an interest in Real Estate must be signed by the following:

President OR Vice-President AND Secretary OR Treasurer

Initial Officers will be authorized to enter into **Employment Agreements** and other acts as follows:

Open Corporate Bank Accounts
Obtain Bank Loans
Elect Subchapter "S" tax status and
Lease Office Space from:

SUSA Partnership, Inc.
Located at:
855 West Commercial Boulevard; Ste.#505
Fort Lauderdale, FL 33309

Future Members of the Board of Directors shall have the same privileges as indicated above upon approval of the existing Board of Directors.

ARTICLE VIII

The Initial Shareholders of the Corporation will be listed as follows:

SCOTT F. SHARP 2465 NW 33rd Street; #1515 Oakland Park, FL 33309-6468 (954) 714-8880 Percentage of ownership to be 50%.

MICHAEL A. de MELO 855 West Commercial Boulevard; Ste.#B Fort Lauderdale, FL 33309 (954) 464-1027 Percentage of ownership to be 25%.

B. DAWN HENSEL 855 West Commercial Boulevard; Ste.#B Fort Lauderdale, FL 33309 (954) 464-1056 Percentage of ownership to be 25%.

ARTICLE IX

The Registered Agent for the Corporation shall be:

SCOTT F. SHARP 2465 NW 33rd Street; #1515 Oakland Park, FL 33309-6468 (954) 714-8880

ARTICLEX

Except as otherwise provided by law, the ENTIRE Voting Power for the 2002 MAR - 5 PM |: 54 Election of Directors and all other purposes shall be vested EXCLUSIVELY with the Board of Directors by a Unanimous Vote.

SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLE XI

The Name and Address of the Individual who is Incorporating this organization is:

SCOTT F. SHARP 2465 NW 33rd Street; #1515 Oakland Park, FL 33309-6468

ARTICLE XII

These Article of Incorporation can be amended in the manner provided by law. Every Amendment must be approved by the Board of Directors, proposed to them by the Stockholders and Approved at a Stockholders Meeting by a Unanimous vote of all Stockholders.

ARTICLE XIII

The Effective Date of this Corporation shall be:

March 1, 2002

IN WITNESS WHEREOF, I have hereunto set my hand and seal and caused to be filed in the Office of the Secretary of State,
Division of Corporation, these Articles of Incorporation.

I Hereby Accept the Designation of Registered Agent.

(Seal)
Scott F. Sharp, Incorporator/Registered Agent

STATE OF FLORIDA)
)SS. :
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me

this 19 day of February, 2002 by Scott Sharp, who is personally known to

me or who has produced <u>Mr. 5610-786-54-043-0</u> as Identification and who did take an oath.

ATARY PUBLIC, STATE OF FLORIDA

