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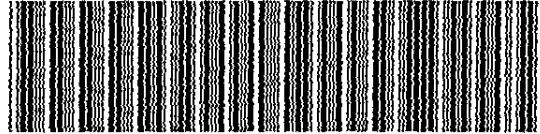
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CLERK OF STATE  
DIVISION OF CORPORATIONS  
03 MAY 21 PM 1:45

5-30-03  
WLC

## **TRANSMITTAL LETTER**

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

**SUBJECT: GIFTS FOR AN ANGEL GROUP INCORPORATED**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
<b>ADDITIONAL COPY REQUIRED</b>			

**FROM:**

**GIFTS FOR AN ANGEL GROUP INC.  
720 NW 199 STREET  
Miami, FL 33169**

**(305) 305-770-1169**

**ARTICLES OF INCORPORATION**  
**OF**  
**GIFTS FOR AN ANGEL GROUP INCORPORATED**

The undersigned subscriber to the articles of incorporation, natural person competent to contract, hereby form a corporation under the state Florida.

**ARTICLE I**  
**NAME**

The name of the corporation is GIFTS FOR AN ANGEL GROUP INCORPORATED

**ARTICLE II**  
**DURATION AND BEGINNING OF CORPORATION EXISTENCE**

The corporation shall exist perpetually. The corporation existence shall commence as of the filing of the article of incorporation.

**ARTICLE III**  
**NATURE**

The corporation is organized for the purpose of contracting any and all lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holder of common stock is entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holder of the common stock shall not have preemptive to shares subscribe to the corporation securities.

**ARTICLE V**  
**REGISTERED AGENT**

The name of the initial registered agent of this corporation is NORMA CLARKE. The Street Address of the registered office of the corporation in the state of Florida is 720 NW 199 STREET MIAMI, FL 33169-1002.

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DIVISION OF CORPORATIONS  
03 MAY 21 PM 1:45

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have two initial directors. The number of directors may increase or decrease from time to time in the manner provided by the bylaws of the corporation. The name and street address of the initial directors: NORMA CLARKE 720 NW 199 STREET MIAMI, FL 33169-1002 AND NICOLE MCDANIEL 720 NW 199 STREET MIAMI, FL 33169-1002

**ARTICLE VII**  
**INCORPORATION**

The name and address of the incorporation of incorporates of these articles of incorporation is NORMA CLARKE AND NICOLE MCDANIEL 720 NW 199 STREET MIAMI, FL 33169-1002

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporators, any officers, directors, employees, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise.

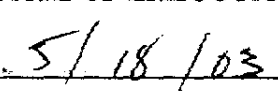
The corporation shall elect to be taxed a "small business corporation" for income tax purposes under the provision of section 1372 of the internal revenue code and property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first directors of GIFTS FOR AN ANGEL GROUP INCORPORATED on the date indicated below:

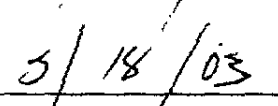
NAME OF DIRECTOR

DATE OF EXECUTION

  
NORMA CLARKE

  
5/18/03

  
NICOLE MCDANIEL

  
5/18/03

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with section 48.091 and 607.034, Florida Statutes the following is submitted:

First that GIFTS FOR AN ANGEL GROUP INCORPORATED is desiring to organize or qualify under the laws of the state of Florida with its principal place of business 720 NW 199 STREET MIAMI, FL 33169-1002 as its agent to accept service of process within Florida.

**ACKNOWLEDGEMENT**

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

Dated this 18 day of MAY 2003

  
BY NORMA CLARKE  
*Registered Agent*

**SUBCHAPTER S ELECTION RESOLUTION**

Resolved, that the corporation elects to become a small business concern under subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and the president of the corporation is authorize to execute said election form, which shall also be executed by all of the shareholders of the corporation evidencing their consent to the said election.

**ISSUANCE OF INITIAL SHARES**

**a) ACKNOWLEDGEMENT OF SUBSCRIPTION:** The corporation hereby acknowledges that subscriptions were received by it and is hereby accepted by it from the person in the amount and for the consideration set forth below:

SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
NORMA CLARKE	80	\$1.00
NICOLE MCDANIEL	20	\$1.00

**b) PAYMENT OF SUBSCRIPTION:** The officers of the corporation are hereby authorized to call for payment of such subscriptions and issued shares evidenced by properly executed stock certificated against receipt of the subscription prices.

**b) NON-ASSESSABILITY:** On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and non-assessable.

**d) ALLOCATION OF PROCEEDS:** Of the consideration received by the corporation for the capital stock to be issued here under, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and balance shall be allocated to the paid surplus account.

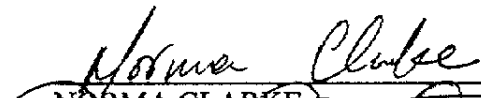
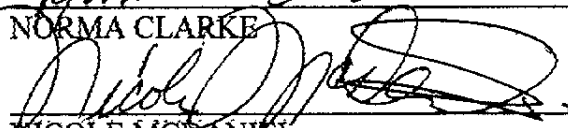
**b) DESIGNATION OF BANK DEPOSITORY:** The treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any check, draft notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolution required by such bank in connection with this designation as depository, provided the president of the corporation instructs the secretary in writing to insert as a appendix to this consent a copy of such resolution, which shall there upon be deemed to have been adopted by the Board of Directors.

**AMENDMENT**

These corporation reserves the right to amend or repeal any prior provision contained in these Articles of incorporation or any amendment thereto.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATORS HAS  
EXECUTED THESE ARTICLES OF INCORPORATION, THE

18 DAY OF May 2003

  
NORMA CLARKE  
  
NICOLE MCDANIEL