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January 17, 1995

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

500001391125
-01/27/95--01025--010
****122.50 ****122.50

Re: ANGEL DOLLS, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

Very truly yours,

Gary K. Wilson
Gary K. Wilson

EFFECTIVE DATE
1-18-95

FILED
95 JAN 25 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GKW/bn
Enclosures

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1-31-95

ARTICLES OF INCORPORATION
OF
ANGEL DOLLS, INC.

FILED
95 JAN 26 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name

The name of this corporation is ANGEL DOLLS, INC.

EFFECTIVE DATE
1-18-95

ARTICLE II. Principal Office and Initial Address

The initial address and principal office of the corporation is 6380 Radio Road, #32,
Naples, Florida 33942.

ARTICLE III. Duration

This corporation shall exist perpetually commencing on the date of execution and
acknowledgment of these articles.

ARTICLE IV. Purpose

This corporation is organized for the purpose of transacting any or all lawful
business.

ARTICLE V. Capital Stock

This corporation is authorized to issue ONE MILLION shares of NO DOLLARS (\$-0-)
par value common stock which shall be designated "Common Shares".

ARTICLE VI. Rights of Shares of Capital Stock

Section I. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE VIII. Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

Mae Rossiter
6380 Radio Road
#32
Naples, Florida 33942

ARTICLE IX. Incorporator

The name and address of the person signing these articles is:

Mae Rossiter
6380 Radio Road
#32
Naples, Florida 33942

ARTICLE X. Amendment

The power to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, shall be vested in the shareholders subject to a majority vote by the shareholders to do the same.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 18 day of January, 1995.

Mae Rossiter
Mae Rossiter
6380 Radio Road
#32
Naples, Florida 33942

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared MAE ROSSITER, / who produced driver's license identification or who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the state and county aforesaid, this 18th day of January, 1995.

Bethel Jane Nagy
Signature of Notary Public



OFFICIAL SEAL
BETHEL JANE NAGY
My Commission Expires
Nov. 9, 1996
Comm. No. CC 234433

BETHEL JANE NAGY
Name of Notary Public Typed

CC 234433
Serial or License Number of
Notary Public

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that ANGEL DOLLS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.



MAE ROSSITER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JAN 26 PM 12:24

FILED

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GARY K. WILSON, Resident Agent

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