P95000011445

LAW OFFICE
WILLIAM ROBERT LEONARD

Suite 402
633 So. Andrews Ave.
Fort Lauderdale, Florida 33301

Voice :305/763-7111
Fax :305/763-7770

3 February 1995

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32301

000001400460
-02/08/95--01069--005
****122.50 ****122.50

Re: *CE Loc. #2, Inc.*

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation for *CE Loc. #2, Inc.*, as well as Trust Account item #577 in the amount of $122.50 for the fees.

Please return the certified copy of Articles of Incorporation at your earliest convenience, in the return addressed prestamped envelope. Call if I have made an error, and Thank you for your assistance.

Sincerely,

William Robert Leonard

encls. as noted

dB 2/10/95

FILED
1995 FEB -8 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
CE Loc. #2, Inc.

FILED
1995 FEB -8 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **CE Loc. #2, Inc.**.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including specifically that permitted by Chapter 607 Florida Statutes (1993).

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporat n is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of One Dollar and No/100 ($1.00) per share.

ARTICLE IV. REGISTERED OFFICE, REGISTERED AGENT & PRINCIPLE OFFICE

The initial Registered and Principle Office of this corporation shall be Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida, 33301. The initial Registered Agent of this corporation is William Robert Leonard.

ARTICLE V. DIRECTORS

The number of directors constituting the initial Board of Directors is one. The name and address of the initial Board of Directors is William Robert Leonard, Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida 33301.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is William Robert Leonard, Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida 33301.

Signature of Incorporator

I, the undersigned, being the only original Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of **CE Loc. #2, Inc.**, and I hereby declare and certify that the facts herein stated are true.

William Robert Leonard

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of February, 1995 by William Robert Leonard, who [X] is personally known to me or [ ] has produced ______________________ as identification and who did/did not take an oath.

Signature: *Roberta Morgan*
Print Name: ______________________
Notary Public. State of Florida at Large
Commission #______________
My Commission Expires:

ROBERTA MORGAN
MY COMMISSION # CC 207784
EXPIRES: July 9, 1996
Bonded Thru Notary Public Underwriters

Acceptance by Registered Agent

I, William Robert Leonard, do accept the appointment as Registered Agent and designate Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida, 33301, as the Registered Office; all as set forth in the foregoing Articles of Incorporation.

____
William Robert Leonard

FILED
1995 FEB -8 PM 2:00
TALLAHASSEE, FLORIDA

P95000011445

C E LOC. #2, INC.
5221 N.E. 17th Terrace
Fort Lauderdale, Fl, 33334
(305) 563-1111

October 15,1995

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

4U00001615204
-10/19/95--01051--011
*****35.00 *****35.00

RE: Filing of Articles of Amendment to
CE LOC. #2, INC.
Doc. No. P95000011445

Gentlemen:

Please find enclosed two (2) copies of our proposed Articles of Amendment to change our Corporation name and our check in the amount of Thirty-five ($35.00) dollars as filing fee.

We would appreciate your returning one copy to us file stamped. Thank you for your assistance in this matter.

Sincerely,

John Standart, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 19 PM 2:36

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OCT 23 1995
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ARTICLES OF AMENDMENT
OF
CE LOC. #2, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 19 PM 2: 36

I.

The current name of the Corporation is **CE LOC. #2, INC.**

II.

The Board of Directors of the Corporation approved and recommended to the Shareholders that the name of the Corporation be changed to **ANGEL'S WING'S WHOLESALE DISTRIBUTORS, INC.**

III.

Upon Notice duly given and a Special Meeting of Shareholders convened, all of the Shareholders of the Corporation met on October 12, 1995 at the Corporations' offices and unanimously approved changing the Corporation's name to **ANGEL'S WING'S WHOLESALE DISTRIBUTORS, INC.**

IV.

The text of the Amendment is: "Resolved that the name of the Corporation be changed from CE LOC. #2, INC. to **ANGEL'S WING'S WHOLESALE DISTRIBUTORS, INC.**"

The undersigned has executed these **ARTICLES OF AMENDMENT** this 15 day of October, 1995.

John Standart

JOHN STANDART, President