

02/20/95 3:00 PM ALLEN & WILCOX

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FLORIDA DIVISION OF CORPORATIONS  
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((H95000002041)))  
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TO: DIVISION OF CORPORATIONS

FROM: ROBERT N. ALLEN, JR., P.A.

DEPARTMENT OF STATE

501 BRICKELL KEY DR

STATE OF FLORIDA

SUITE 210

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MIAMI FL 33131-0000L 33180-1422

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MESSENGERS FROM HEAVEN, INC.

FAX AUDIT NUMBER: H95000002041

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/20/1995

TIME REQUESTED: 17:00:50

CERTIFIED COPIES: 0

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95 FEB 21 AM 10:39

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02/21/1995 10:06 3853797018

ALLEN & GALEGO

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FAX AUDIT NUMBER H9500002041



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morton  
Secretary of State

February 20, 1995

RECK BARNARD  
ROBERT N. ALLEN, JR., P.A.  
501 BRICKELL KEY DR., SUITE 210  
MIAMI, FL 33131

The name MESSENGERS FROM HEAVEN, INC. has been reserved for 120 days beginning February 20, 1995. The reservation number is R9500000713 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 995A00007468

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

FAX AUDIT NUMBER H9500002041

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**ARTICLES OF INCORPORATION**  
**OF**  
**Messengers From Heaven, Inc.**

The undersigned incorporator, for the purpose of forming corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is *Messengers From Heaven, Inc.* (the "Corporation").

**ARTICLE II**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

The Corporation is authorized to issue ten thousand shares of common stock, with a par value of \$1.00 per share.

**ARTICLE IV**

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

**ARTICLE V**

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131. The name of the initial registered agent at such office is the law office of Allen & Galego. \*\*

Preparer:  
Ricardo Bajandas  
Allen & Galego (For REGISTERED AGENT PURPOSE SEE FICTITIOUS NAME FILING) \*\*  
Attorneys at Law  
601 Brickell Key Drive, Suite 805  
Miami, Florida 33131  
Ph. (305) 372-3300  
FL BAR NO. 0987750

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TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for *Messengers From Heaven, Inc.*, at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

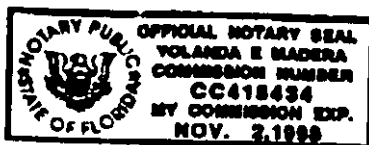
Dated as of the 10 day of February, 1995.

Allen & Galego

By:

Robert N. Allen, Jr., President

The foregoing instrument was acknowledged before me on this 10 day of February, 1995 by Robert N. Allen, Jr. to me known, having produced a Driver's License, as identification and who have taken the oath.



Yolanda E. Madala  
Notary Public, State of Florida

(Print Name)

My Commission Expires: Nov 2/98

Dated as of the 20 day of February, 1995.

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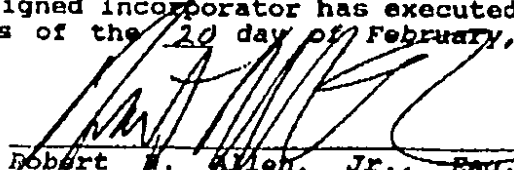
## ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VII

The name and address of the incorporator of the Corporation is Robert N. Allen, Jr. Esq., Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 20 day of February, 1995.

  
Robert N. Allen, Jr., Esq.  
Incorporator

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