

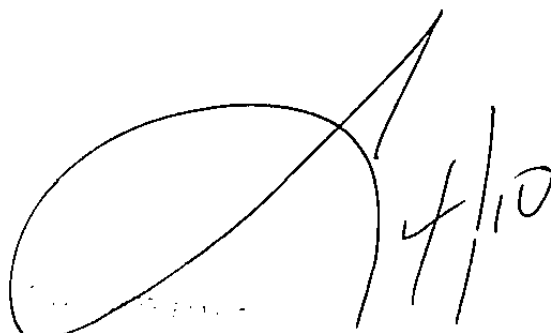
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(((H95000004012))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- 02-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H95000004012))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HEAVENLY A ANGELS, INC.
FAX AUDIT NUMBER: H95000004012 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/07/1995 TIME REQUESTED: 16:13:32
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
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EFFECTIVE DATE

4-7-95



AT 8 17 01 AM
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FILED
95 APR 10 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

ARTICLES OF INCORPORATION
OF
HEAVENLY ANGELS, INC.

EFFECTIVE DATE

4-7-95

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ARTICLE I

NAME. The name of this corporation shall be:
Heavenly Angels, Inc.

ARTICLE II

DURATION. This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

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

ARTICLE IV

CAPITAL STOCK. This corporation is authorized to issue One Hundred (100) shares of One and No/100 (\$1.00) Dollar par value common stock which shall be designated "common shares".

ARTICLE V

INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) directors and the name and address of the initial Board of Directors is:

SHANNON M. AUER
15778 S.W. 106 Terr, #304
Miami, Florida 33196

CESAR M. VEGA
15778 S.W. 106 Terr, #304
Miami, Florida 33196

Prepared By: Thomas F. Pepe, Esquire, Florida Bar No. 183230
NationsBank Building, Penthouse 2, 9350 South Dixie Highway, Miami,
Florida 33156, Phone Number: (305) 670-9994

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ARTICLE VI

INDEMNIFICATION. The corporation shall indemnify the officers and the directors of the corporation under the circumstances and to the fullest extent authorized by 4607.0050, Florida Statute.

ARTICLE VI

INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

SHANNON M. AUER

15778 S.W. 186 Terrace, #304

Miami, Florida 33196

ARTICLE VIII

PRINCIPAL OFFICE. The principal office of this corporation is located at: 15778 Southwest 186 Terrace, #304, Miami, Florida 33196.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 15778 S.W. 186 Terrace, #304, Miami, Florida 33196; and the name of the initial registered agent of this corporation at that address is Shannon M. Auer.

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I WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation of this 7 day of April, 1995.

Shannon M. Auer
SHANNON M. AUER

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth hereinabove, personally appeared SHANNON M. AUER, who is known to me or who has produced a Florida Driver's License No. A600-793-72-748, with an expiration date of 7/08/2000, as identification, whose address is 15770 S.W. 186 Terrace, #304, Miami, Florida 33196, and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, on this 7 day of April, 1995.

Kathryn MacLeod
NOTARY PUBLIC

PRINT NAME

MY COMMISSION EXPIRES:



KATHRYN MACLEOD
My Commission CC360804
Expires Mar. 31, 1998

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **HEAVENLY ANGELS, INC.**
2. The name and address of the registered agent and office is:

Shannon N. Auer - #304
15770 Southwest 106th Terr.
Miami FL 33196

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Shannon M. Auer
SHANNON M. AUER

DATED this 7TH day of APRIL, 1995.

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TALLAHASSEE, FLORIDA

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