

P96000006 7648

SANDRA CHARLES  
3000 SW 77 Place  
Miami, Florida 33155  
Tel: (305) 265-9972

January 17, 1996

5000016954205  
-01/23/96--01020--001  
\*\*\*137.50 \*\*\*137.50

State Of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

Enclosed please find my check in the amount of \$ 137.50 for the  
filing of the new company called GOLDEN ANGELS, INC.

Thank you,

*Sandra E. Charles*  
Sandra E. Charles

FILED  
JAN 22 AM 8:37  
TALLAHASSEE, FLORIDA  
RECORDING OFFICE

SN JAN 25 1996

FILED

20 JUN 22 AM 0:37

CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GOLDEN ANGELS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of the corporation is GOLDEN ANGELS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of BUYING AND RESELLING MERCHANDISE AS WELL AS IMPORT AND EXPORT OF MERCHANDISE in benefit of this corporation; and to do any and all things hereinabove set forth, to the same extent as any natural person might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of One (1.00) Dollar per share.

Share may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonaccessible.

ARTICLE IV. INITIAL CAPITAL

This corporation will begin business with at least One hundred (\$100.00) Dollars paid in capital.

ARTICLE V. TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. PRINCIPAL OFFICE IN FLORIDA

The initial street address of the perpetual office of this corporation in the State of Florida shall be 3000 SW 77 Place, Miami, Florida 33155. The Board of Directors may, from time to time, move the principal office at any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names of the members of the first Board of Directors are:

1. SANDRA E. CHARLES
2. SUELY LOPES

The street address of each of the above members of the Board of Directors is:

Sandra E. Charles, 3000 SW 77 Place, Miami, Florida 33155.  
Suely Lopes, 2501 Brickell Avenue, Apt. 906, Miami, Florida 33131.

The persons named as initial directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occur first.

All of the persons named as directors are of full age. Directors need not be stockholders.

ARTICLE IX. SUBSCRIBER

The name of each person signing these Articles of Incorporation as a subscriber, the number of shares of stock each agrees to take, and the value of the consideration therefor are:

<u>NAMES</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Sandra E. Charles	50	\$ 50.00
Suely Lopes	50	\$ 50.00

The street address of each of the above subscriber to these Articles of Incorporation is:

Sandra E. Charles, 3000 SW 77 Place, Miami, Florida 33155.

Suely Lopes, 2501 Brickell Avenue, Apt. 906, Miami, Florida 33131.

#### ARTICLE X. STOCK ISSUE

Pursuant to the requirements of Section 1244 and the Regulations issued thereunder, the following has been approved by the board of directors of the corporation.

(a) The plan as hereafter set forth shall, upon its adoption by the board of directors of the corporation, immediately become effective. All the stock to be offered under this plan will be issued within two years of the this date of adoption.

(b) No more than 100 shares of common stock are authorized to be issued under this plan, such stock to have a par value of one (\$1.00) Dollar per share.

(c) Stock authorized under this plan shall be issued only in exchange for money, or property susceptible to monetary valuation other than capital stock, securities or services rendered or to be rendered. The aggregate dollar amount to be received for such stock shall not exceed \$ 1,000,000 and the sum of such aggregate dollar amount and the equity capital of the corporation (determined on the date of adoption of the plan) shall no exceed \$ 1,000,000.

(d) Any stock options granted during the life of this plan which apply to the stock issuable hereunder shall apply solely to such stock and to no other and must be exercised within the period in which the plan is effective.

(e) Such other action as may be necessary shall be taken by the corporation to qualify the stock to be offered and issued under this plan as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

Section 1244 Stock is adopted by the corporation and the appropriate officers of the corporation are authorized and directed to take all actions deemed by them necessary to carry out the intent and purpose of the recited plan.

ARTICLE XI. CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII. "S" CORPORATION

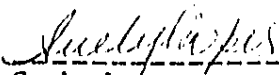
Said corporation shall be taxes as a "small business corporation" ("S" Corporation) for income tax purposes under the provisions of Section 1362, Internal Revenue Code, and furthermore, that the officers of the corporation hereby authorized and directed to effect such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

ARTICLE XIV. REGISTERED OFFICE AND INITIAL REGISTERED AGENT

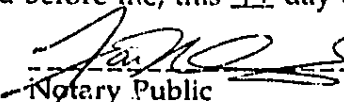
Pursuant to the Florida Statute 607.114, GOLDEN ANGELS, INC., 3000 SW 77 Place, Miami, Florida 33155, State of Florida has named Sandra E. Charles, as its initial registered agent at the above captioned address.

IN WITNESS WHEREOF, we, as subscribers, have executed the foregoing Articles of Incorporation, as of the \_\_\_\_ day of January, 1996.

  
Sandra E. Charles

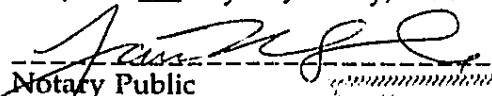
  
Suely Lopes

I, hereby certify that Sandra E. Charles above named director of these Articles of Incorporation, signed before me, this 17 day of January, 1996.

  
Notary Public

Fantina M. Angulo  
Notary Public, State of Florida  
Commission No. CC 398525  
My Commission Expires 08/08/98  
FLORENTINE - Fla. Notary Service & Bonding Co.

I, hereby certify that Suely Lopes above named director of these Articles of Incorporation, signed before me, this 17 day of January, 1996.

  
Notary Public

Fantina M. Angulo  
Notary Public, State of Florida  
Commission No. CC 398525  
My Commission Expires 08/08/98  
FLORENTINE - Fla. Notary Service & Bonding Co.

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

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTE,  
THE FOLLOWING IS SUBMITTED:

FIRST - . THAT GOLDEN ANGELS, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3000 SW 77 PLACE, CITY OF  
MIAMI, STATE OF FLORIDA, HAS NAMED SANDRA E. CHARLES, LOCATED  
AT 3000 SW 77 PLACE, MIAMI, FLORIDA 33155, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE  
Sandra E. Charles  
TITLE  
Director  
DATE  
January 17, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS  
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE  
Sandra E. Charles  
DATE  
January 17, 1996

I, hereby certify that Sandra E. Charles, above named person,  
signed before me this 17 day of January, 1996..

[Signature]  
Notary Public

