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WILLIAM T. CHARNOCK, III
MARK F. HAGER

CHARNOCK & HAGER
ATTORNEYS AT LAW
13135-D SPRING HILL DRIVE
SPRING HILL, FLORIDA 34609

(904) 683-0612
FAX (904) 686-2455

February 14, 1996

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32314

600001722596
-02/23/96--01049--015
*****70.00 *****70.00

RE: Angie's Treasures, Inc.

To Whom It May Concern:

Please find the enclosed Articles of Incorporation for the above-referenced corporation, together with this firm's check in the amount of seventy and 00/100 dollars (\$70.00) which represents the required filing fee.

Please return a copy of the filed articles to my office at your earliest possible convenience.

If you should have any questions, please do not hesitate to contact me. Thank you for your attention to and assistance in this regard.

Sincerely,

WILLIAM T. CHARNOCK, III

WTC:tjp

Enclosures

96 FEB 23 AM 10:34
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

GB 2/26/96

ARTICLES OF INCORPORATION
OF
ANGIE'S TREASURES, INC.

FILED
96 FEB 23 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation shall be: ANGIE'S TREASURES,
INC.

ARTICLE II. DURATION

As provided in Florida Statutes, Chapter 607, this Corporation
shall exist in perpetuity.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of transacting
any or all business permitted under the laws of the United States
and of this State.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000)
shares of Common Stock at \$1.00 par value.

ARTICLE V. INITIAL ADDRESS OF THE CORPORATION

The initial address of the Corporation is: 13135-D Spring
Hill Drive, Spring Hill, Florida 34609.

ARTICLE VI. PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of
this corporation of the same kind, class, or series as that which
he already holds, shall have the right to purchase his pro rata
share thereof (as nearly as may be done without issuance of
fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 13135-D Spring Hill Drive, Spring Hill, Florida 34609, and the name of the initial registered agent of this Corporation at that address is WILLIAM T. CHARNOCK, III, Esquire.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

**ANGELA M. BEETZ
10436 Sandtrap Drive
Spring Hill, Florida 34609**

ARTICLE IX. INCORPORATORS

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

**ANGELA M. BEETZ
10436 Sandtrap Drive
Spring Hill, Florida 34609**

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. INDEMNIFICATIONS

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all the directors, officers, employees and agents from and against all liabilities and

obligations, including attorney's fees incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

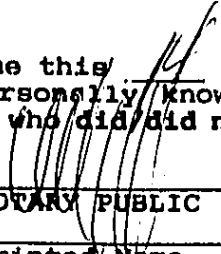
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of February, 1996.


ANGELA M. BEETZ

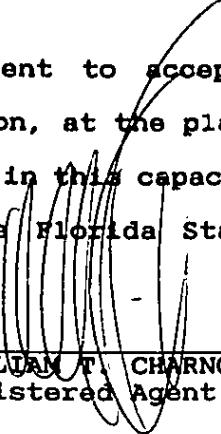
STATE OF FLORIDA
COUNTY OF HERNANDO

SWORN TO and SUBSCRIBED before me this 14 day of February, 1996, by ANGELA M. BEETZ who is personally known to me or who produced a valid driver's license and who ~~did~~ did not take an oath.

SPECIAL NOTARY SEAL
WILLIAM T. CHARNOCK III
COMMISSION NUMBER
CC215344
MY COMMISSION EXP.
AUG. 9, 1996


NOTARY PUBLIC (SEAL)
Printed Name
My Commission Expires:

Having been named registered agent to accept service of process for the above-stated Corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.


WILLIAM T. CHARNOCK, III
Registered Agent

SPECIAL NOTARY SEAL
WILLIAM T. CHARNOCK III
COMMISSION NUMBER
CC215344
MY COMMISSION EXP.
AUG. 9, 1996

P9600007248

WILLIAM T. CHARNOCK, III
MARK F. HAGER

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ATTORNEYS AT LAW
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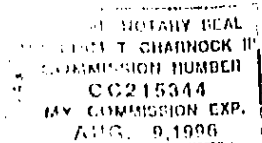
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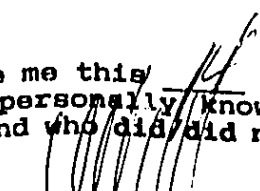
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ANGELA M. BEETZ

STATE OF FLORIDA
COUNTY OF HERNANDO

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NOTARY PUBLIC (SEAL)

Printed Name
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WILLIAM T. CHARNOCK, III
Registered Agent

