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PHENIX HOTEL
FOOD & BEV.

PRIMECREDIT
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000321101

REFERENCE : 077122 9417A

AUTHORIZATION :

COST LIMIT : \$ 70,000.00

ORDER DATE : September 6, 1996

ORDER TIME : 11:08 AM

ORDER NO. : 077122

300001941353

CUSTOMER NO: 9417A

CUSTOMER: Lori A. Friday, Legal Asst
MICHAEL KAYUSA, ESQ

Suite A
1922 Victoria
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: A COMPANY OF ANGELS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

SEP-5 PM 3:13

DEPT. OF STATE
WASHINGTON

9/16/96

ARTICLES OF INCORPORATION
OF
A COMPANY OF ANGELS, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A COMPANY OF ANGELS, INC.

The address of the principal office of this corporation shall be 5143 Harrogate Court, Naples, Florida 34112, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Patricia A. Kimler Dir.	5143 Harrogate Court Naples, Florida 34112
Patricia M. Bradshaw Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Patricia A. Kimler
Pres.

5143 Harrogate Court
Naples, Florida 34112

Patricia M. Bradshaw
V.Pres./Sec./Treas.

Same

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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OFFICE OF STATE
CORPORATIONS
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IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on September 6, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

DWL/dwl