SEMET, LICKSTEIN, MORGENSTERN, BERGEREN PARIEND, BROOKE & GORDON, PARIENT

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INCHARD E. FRIERD
HOWARD W. GORDON
DERIONAH C. LEDER

September 5, 1996

Plorida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Incorporation of New Corporation: TOUCHED BY AN ANGEL, INC.

Dear Sir/Madam:

Enclosed please find copies of the Articles of Incorporation and Bylaws for a new corporation to be formed in the State of Florida entitled TOUCHED BY AN ANGEL, Inc.

Also, please find my check for \$122.50 in payment of the fees associated with this transaction. Please forward to me a certified copy of the incorporation to the above address.

Sincerely yours,

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Daniel Kurzweil

Enclosures

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ARTICLES OF INCORPORATION OF

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PER CONTRACTOR

TOUCHED BY AN ANGEL, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

The name of the corporation is TOUCHED BY AN ANGEL, INC.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 and the initial registered agent of the corporation at that address is Daniel Kurzweil.

ARTICLE V

The mailing address of the corporation is located at 655 Ives Dairy Road #417, North Miami, Florida 33179.

ARTICLE VI

This corporation reserves the right to amend or repeat any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this 5 day of SEPTEMBER, 1996.

Daniel Kurzweil, Incorporator

STATE OF FLORIDA) :ss COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5th day of ______, 1996 by Daniel Kurzweil, who is personally known to me or _ who has produced ______ as identification.

Notary Public, STATE OF FLORIDA

Print Name:_____

My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE 96 SEP + 9 PH 1+50

TALLADALE EL PLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

TOUCHED BY AN ANGEL, INC., desiring to organize under the laws of the State of Florida, hereby designates Daniel Kurzweil its registered agent and 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Daniel Kurzweil (Registered Agent)

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