

GAVIN D. LEE, P.A.
ATTORNEY AND COUNSELLOR AT LAW

230 LOOKOUT PLACE, SUITE 200, MAITLAND, FLORIDA 32751
TELEPHONE (407) 647-4301 • FAX (407) 647-5224

96 NOV 12 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 7, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Third Angel, Inc.

100002002471--6
-11/13/96--01067--016
*****70.00 *****70.00

Dear Sir:

Enclosed please find for filing the Articles of Incorporation on the above referenced corporation. Also enclosed please find our check in the amount of \$70.00 covering the filing fee for same.


Please return the notification of filing to the undersigned.

Thank you for your attention to this matter.

Sincerely,


GAVIN D. LEE, P.A.

GDL/hed
encl.


11/14/96

ARTICLES OF INCORPORATION
OF
THIRD ANGEL, INC.

FILED

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SECRETARY OF STATE
TREASURER
FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of THIRD ANGEL, INC.

ARTICLE I

(NAME)

The name of this corporation is THIRD ANGEL, INC.

ARTICLE II

(DURATION)

The period of its duration is perpetual.

ARTICLE III

(PURPOSE)

The purpose of this corporation is to engage in activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

(CAPITAL STOCK)

The corporation is authorized to issue five hundred (500) shares of common stock at \$1.00 per share.

ARTICLE V

(INITIAL REGISTERED OFFICE AND AGENT)

The name and address of the initial registered agent and office of this corporation is as follows:

REGISTERED AGENT: Gavin D. Lee, Esquire.
230 Lookout Place, Suite 200
Maitland, Florida 32751

INITIAL OFFICE: 793 Creekwater Terrace, #201
Lake Mary, Florida 32746

The mailing address of the corporation is the same as the

Initial Office.

ARTICLE VI

(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 an amendment of the by laws of the corporation in the manner provided by law.

The name and address of the initial director of this corporation is:

NAME

ADDRESS

B.T. McNeill

793 Creekwater Terrace, #201
Lake Mary, Florida 32746

ARTICLE VII

(INCORPORATORS)

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Gavin D. Lee

230 Lookout Place, Suite 200
Maitland, Florida 32751

ARTICLE VIII

(AMENDMENT OF ARTICLES)

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 IX

(ASSIGNMENT OF STOCK)

No shareholder of this corporation may assign or sell shares

in contravention of any provision in the by laws or shareholders' agreement of the corporation.

FILED

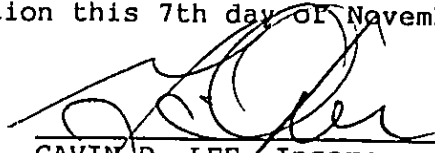
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ARTICLE X
(INDEMNIFICATION)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the by laws of this corporation and pursuant to Section 607.014, Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of November, 1996.



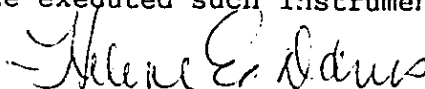
GAVIN D. LEE, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of November, 1996, by GAVIN D. LEE, who is personally known to me and who acknowledged before me that he executed such instrument.

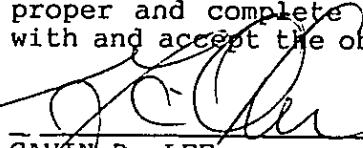


OFFICIAL SEAL
HELENE E. DAVIS
My Commission Expires
May 2, 1997
Comm. No. CC 281865



Notary Public
Name: Helene E. Davis
My Commission Expires: _____

Having been named as Registered Agent and to accept service of process for the above stated corporation as the place designated in these Articles of Incorporation, 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 obligations of my position as Registered Agent.



GAVIN D. LEE
Registered Agent

11/7/96

Date