

497000012379

REFERENCE NUMBER

John 03/11/97

TELEPHONE

305-344-4122

400002075074--7

-01/31/97--01081--010

****122.50 ****122.50

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DELIVERY TO

NUMBER(S), (if known):

1. Angels Three International, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB -6 AM 9:15

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signature and scribble]
624



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1997

CITICORP
JOHN MALLEY
8264 WILES ROAD
CORAL SPRINGS, FL 33067

SUBJECT: ANGELS THREE INTERNATIONAL, INC.
Ref. Number: W97000002818

We have received your document for ANGELS THREE INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00005878

ARTICLES OF INCORPORATION
OF
ANGELS THREE INTERNATIONAL, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates in the formation of a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:
ANGELS THREE INTERNATIONAL, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

This corporation, through its officers and employees, shall be authorized to engage in every aspect and phase of the business of manufacture, distribution, patenting, licensing, selling, promoting in every aspect and phase of the manufacture of angels, angel shows, angels presentations, angels visual, concept of angels, artistic renditions and compositions of angels; production of clothing, art work and all other items that portray angels in various aspects and through its officers employees to invest and reinvest its funds.

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TALLAHASSEE FLORIDA

ARTICLE III
CAPITAL STOCK

This corporation shall be authorized to have a maximum of one hundred (100) shares of stock outstanding at any one time. The shares of stock authorized shall be common stock having a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERMS OF EXISTENCE

The corporation shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE VI
POST OFFICE ADDRESS

The initial post office address of this corporation and its Resident Agent for service in the State of Florida shall be:

LOUIS NARDONE
4133 N.W. 64th Avenue
Coral Springs, Florida 33067

The principal office of the corporation shall be in Broward County, Florida. The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have no less than one (1) director. The number of directors may be altered from time to time by by-laws adopted by the stockholders.

ARTICLE VIII
INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors is:

LOUIS NARDONE
4133 N.W. 64th Avenue
Coral Springs, Florida 33067

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of this corporation.

ARTICLE IX
SUBSCRIBER

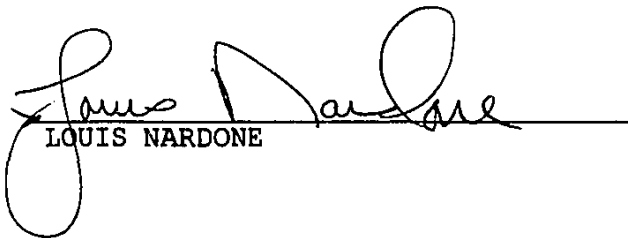
The name and post office address of the subscriber to these Articles of Incorporation, the number of shares of stock and the value of the consideration to be paid therefor are as follows:

<u>Subscriber</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
LOUIS NARDONE	4133 N.W. 64th Avenue Coral Springs, Florida 33067	10	\$500.00

ARTICLE X
AMENDMENT

These articles of Incorporation may be amended in the manner provided in Section 608.18, Florida Statutes, or any successor provision in said Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the

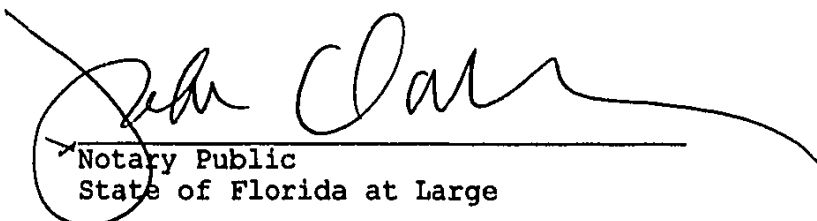
stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the corporation.


LOUIS NARDONE

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

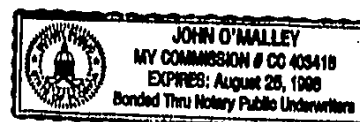
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LOUIS NARDONE, to me known to be the person described as subscriber in the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to and executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of Jan, 1997.


Notary Public
State of Florida at Large

My commission expires:

8/25/98
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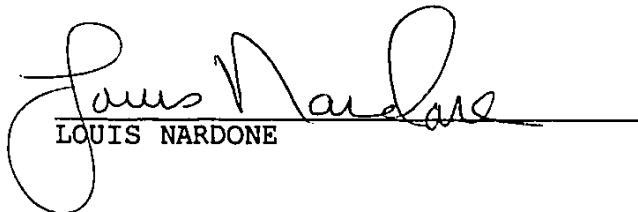


CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

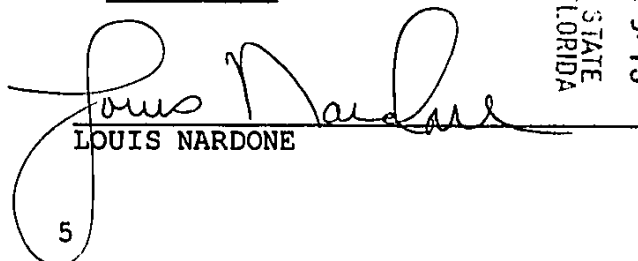
First, that Angels Three International, Inc. desiring to
organize or qualify under the laws of the State of Florida,
has named Louis Nardone, whose address is 4133 N.W. 64th Avenue
Coral Springs, Florida 33067, as its agent to accept service of
process within Florida.

DATED this 30 day of JAN., 1997.


LOUIS NARDONE

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. I further
agree to comply with the provisions of all Statutes relative to
the proper and complete performance of my duties and I am
familiar with and accept the obligations of my position as
Registered Agent.

DATED this 30 day of JAN., 1997.


LOUIS NARDONE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED