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General Practice
Real Property
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Civil Trial Practice

May 11, 1997

P97000044478

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

Re: Arel Advertising Industries in
Marketing & Merchandising, Inc. and
Angelic Icon, Inc.

000002181140--1
-05/16/97--01039--004
****140.00 *****70.00

Dear Sirs:

Enclosed herewith please find Articles of Incorporation and
Designation of Resident Agent and Acceptance for the above
referenced entities together with my trust account check in
the amount of \$ 140.00 to cover filing fees.

Thank you for your attention to this matter.

Very truly yours,

DAVID L. KOUT

MAY 20

BSB

FILED
97 MAY 16 AM 10:46
STATE
TALLAHASSEE, FLORIDA

DLK/mjb
enclosures

FILED

97 MAY 16 AM 10:46

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AREL ADVERTISING INDUSTRIES IN

MARKETING & MERCHANDISING, INC

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is AREL INDUSTRIES IN MARKETING & MERCHANDISING, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one-hundred (100), all of which shall be common stock with par value of \$ 1.00.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 468 N.E. 206 Lane, Suite 107, North Miami Beach, Florida and the name of the initial registered agent at that address is Paul M. Arel.

ARTICLE VII
DIRECTORS

7.01. The initial board of directors of the corporation shall consist of five (5) members.

7.02. The names and addresses of the first board of directors are:

Name	Address
MAURICE S. AREL PRESIDENT	468 N.E. 206 Lane, Suite 206 N. Miami Bch., FL 33179
PAUL M. AREL VICE-PRESIDENT	468 N.E. 206 Lane, Suite 107 N. Miami Bch., FL 33179
KEVIN A. AREL VICE-PRESIDENT	1211 N. 75 Avenue Hollywood, FL 33024
ELAINE FLORIO TREASURER	15396 S.W. 40 Court Miramar, FL 33027
ROSEMARIE AREL SECRETARY	468 N.E. 206 Lane, Suite 206 N. Miami Bch., FL 33179

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators are:

Name	Address
PAUL M. AREL	468 N.E. 206 Lane, Suite 107 N. Miami Bch., FL 33179

ARTICLE IX
COMMENCEMENT OF EXISTENCE

The corporation shall commence it's existence on the date of the filing of these articles.

IN WITNESS WHEREOF, I have subscribed my name this 28th
day of February, 1997.

Paul M. Arel
PAUL M. AREL, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

On this 28th day of February, 1997, before me an
officer duly authorized to take oaths and acknowledgements,
personally appeared PAUL M. AREL, known to me by personal
knowledge to be the person whose name is subscribed to the
instrument within, and he acknowledged that he executed the
same for the purposes contained therein after (not) taking an
oath.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.



David Kout
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
97 MAY 16 AM 10:46
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the
Service of Process Within this State and Naming Agent upon
Whom Process may be Served:

The following is submitted in compliance with Chapter
48.091, Florida Statutes:

AREL ADVERTISING INDUSTRIES IN MARKETING &
MERCHANDISING, INC., a corporation organizing under the laws
of the State of Florida with it's principal office at 468
N.E. 206 Lane, Suite 107 in the city of N. Miami Beach,
County of Dade, State of Florida, has named PAUL M. AREL
located at 468 N.E. 206 Lane, Suite 107, City of N. Miami
Beach, County of Dade, State of Florida, as its agent to
accept service of process within this state.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process:
to keep office open during prescribed hours; to post my name
(and any other officers of said corporation authorized to
accept service of process at the above Florida designated
address) in some conspicuous place in office as required by
Law.


PAUL M. AREL, Resident
Agent