

~~Pt 7/17/97 4850~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 3, 1997

ANGEL BRITO
8791 SW 34TH ST
MIAMI, FL 33165

SUBJECT: ANGEL APPLIANCES CORP.
Ref. Number: W97000014850

We have received your document for ANGEL APPLIANCES CORP. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please submit only one set of Articles of Incorporation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 597A00033712

ARTICLES OF INCORPORATION

OF

ANGEL APPLIANCES CORP.

FILED

97 JUL 17 AM 11:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby wishes to form a Corporation under the Laws of State of Florida.

ARTICLE I - NAME

The name of the Corporation is:

ANGEL APPLIANCES CORP.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

- a) Any and all activities permitted under the Laws of the United States and of the State of Florida. Also purchases, sales, rentals, rebuild, modify and repairs of all kinds of appliances.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other States, districts, territories, countries or colonies.

- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, selection in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement of value thereof.
- g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES (1,000) non par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporator or by the directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE

The initial post office address of this corporation in the State of Florida is:

8791 S.W. 34th Street, Miami, Florida, 33165.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify and reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are financially or otherwise interested in, or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be financially or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
ANGEL BRITO	8791 S.W. 34 th Street, Miami, Florida, 33165.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ANGEL BRITO	8791 S.W. 34 th Street, Miami, Florida, 33165.	1,000

ARTICLE X - INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent are:

ANGEL BRITO
8791 S.W. 34th Street, Miami, Florida, 33165.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 18 day of June, 1997.



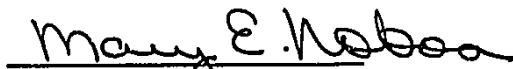
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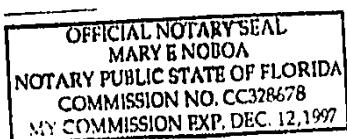
ANGEL BRITO

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County name above, to take acknowledgements, personally appeared ANGEL BRITO, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 18 day of June 1997.


NOTARY PUBLIC
My Commission expires: 12/12/97



CERTIFICATE OF DESIGNATION OF

FILED

REGISTERED AGENT/REGISTERED OFFICE

07 JUL 17 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is : ANGEL APPLIANCES CORP.
2. The name and address of the registered agent and office is:

ANGEL BRITO
(Name)

8791 S.W. 34th Street,
(P.O. Box not acceptable)

Miami, Florida, 33165.
(City/State/Zip)

Having been named as registered Agent and to accept service of process for the above state corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in the 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.


(Signature)

6/18/97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, Tallahassee, Florida, 32314.