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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GUARDIAN FUNDRAISERS, INC,
AUDIT NUMBER.....H97000012908
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 7, 1997

EMPIRE

SUBJECT: GUARDIAN FUNDRAISERS, INC.
REF: W97000018184

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate SpecialistFAX Aud. #: H97000012908
Letter Number: 297A00040107

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**ARTICLES OF INCORPORATION
OF
GUARDIAN FUNDRAISERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following documents as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida

ARTICLE I

The name of this corporation shall be: **GUARDIAN FUNDRAISERS, INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business;
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real property or any interest therein, wherever situated;

Prepared by:

Alan R. Turin, Esquire
2131 Hollywood Blvd., #205
Hollywood, Florida 33020
954/920-3831
FL Bar No. 939463

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To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees and for any and all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

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To have and exercise all powers necessary of convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the extent as permitted by Florida Statute § 607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of one cent;

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and name of the initial Registered Agent of this corporation shall be: Alan R. Turin, Esq., 2131 Hollywood Blvd., #205, Hollywood, County of Broward, State of Florida.

ARTICLE VI

The initial Board of Directors shall consist of a total of TWO persons and the names and addresses of the persons who are to serve as an initial directors is: JOHN ANGELO, [President] 3602 N.W. 23rd Court, Boca Raton, County of Palm Beach, State of Florida and BILLY D'ANGELO, [Secretary-Treasurer] 8708 S.W. 52nd Street, Cooper City, County of Broward, State of Florida.

ARTICLE VII

The address of the principal office of this corporation is: 3602 N.W. 23rd Court, Boca Raton, County of Palm Beach, State of Florida.

ARTICLE VIII

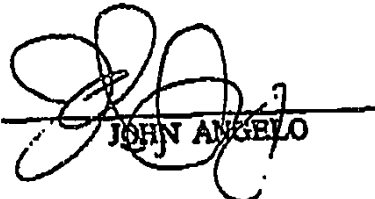
The name and address of the incorporator executing these Articles of Incorporation is: JOHN ANGELO, 3602 N.W. 23rd Court, Boca Raton, County of Palm Beach, State of Florida.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of JUNE, 1997.


JOHN ANGELO

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3 day of JUNE, 1997,
by JOHN ANGELO, who is personally known to me and who did take an oath.

NOTARY PUBLIC:

Sign: Alan R. Turin
Print: Alan R. Turin
State of Florida at Large (Seal)
My Commission Expires:



ALAN R. TURIN
My Commission CC362242
Expires Mar. 19, 1998
Bonded by HAI
800-422-1826

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said act:

First, that GUARDIAN FUNDRAISERS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at Boca Raton, County of Palm Beach, State of Florida has named ALAN R. TURIN, ESQ., located at 2131 Hollywood Blvd., Suite 205, City of Hollywood, County of Broward, State of Florida., as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I familiar with and accept the duties and responsibilities as Registered Agents.

BY: 
ALAN R. TURIN

Prepared by:

Alan R. Turin, Esquire
2131 Hollywood Blvd., #205
Hollywood, Florida 33020
954/920-3831
FL Bar No. 939463

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