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Law Offices of
Michael D. Felton, P.A.

1367 Lyons Road
Coconut Creek, FL 33063
(954) 977-4878 - Office
(954) 974-4905 - Fax

2701 LeJeune Road, Suite 405
Coral Gables, Florida 33134
(305) 441-0661 - Office
(305) 441-2029 - Fax

October 16, 1997

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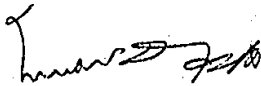
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed please find Articles of Incorporation and check in the amount of the \$122.50 representing the filing fee and certified copy fee. Please immediately return the approved Articles to me at the above Coconut Creek address.

Thank you.

Sincerely,



Michael D. Felton

MDF/cv

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 27 1997

ARTICLES OF INCORPORATION
OF
WINGED HEART ADVENTURES CO.

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

ARTICLE I
NAME

The name of the corporation is **WINGED HEART ADVENTURES CO.**

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in spiritual travel adventures.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of Ten Cents (\$.10) per share.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

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

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**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 1367 Lyons Road,
Coconut Creek, Florida 33063

The name of the registered agent at such address is Martin Zevin, Esquire.

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is 404
Deer Creek Run, Deerfield Beach, Florida 33442

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the corporation shall consist of two (2) members. Changes in the
number of members comprising the board of directors shall be made by amendment to the
Corporation's bylaws.

The name and address of the member(s) of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Janet (Shanti) Newberg Gilbert	170 Ridge Road Sedona, Arizona 86336
Dotty Zevin	404 Deer Creek Run Deerfield Beach, Florida 33442

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dotty Zevin	404 Deer Creek Run Deerfield Beach, Florida 33442

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

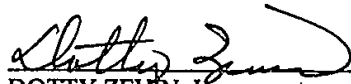
ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of OCTOBER, 1997.


DOTTY ZEVIN, Incorporator

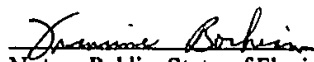
STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **DOTTY ZEVIN**, who is personally known to me or produced as identification a personally known and is to me known to be the person described in and who executed the foregoing instrument and who acknowledged before me that she executed same.

WITNESS my hand and official seal in the County and State aforesaid this 16 day of October, 1997.



FRANCINE BOCHIARO
MY COMMISSION # CC446898 EXPIRES
March 27, 1999
BONDED THROUGH FAIR INSURANCE, INC.


Notary Public, State of Florida at Large

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

WINGED HEART ADVENTURES CO.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF
DEERFIELD BEACH, STATE FLORIDA, HAS NAMED MARTIN ZEVIN, ESQUIRE,
LOCATED AT 1367 LYONS ROAD, COCONUT CREEK, FLORIDA 33063, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS.

SIGNATURE: [Signature]
TITLE: Vice-President
DATE: 10/16/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]
MARTIN ZEVIN, Registered Agent

DATE: 10/16/97