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TRANSMITTAL LETTER

NOVEMBER 21, 1997

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

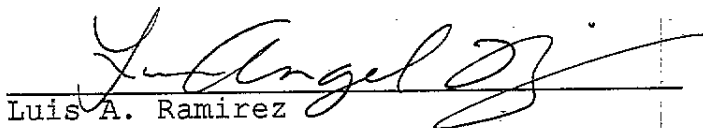
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*****70.00 *****70.00

ANGELS

SUBJECT: ANGEL & ASSOCIATES, INC.

I enclose an original and 1 copy of the Articles of
Incorporation for the above corporation and a check in the
amount of \$70.00.

SIGNED:


Luis A. Ramirez

From:

ANGEL & ASSOCIATES, Inc.
Luis A. Ramirez,
5473 C SW 11th Street
Margate, FL 33068
954-978-6485.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 PM 3:05

RP
01-14-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

LUIS A. RAMIREZ
5473 C S.W. 11TH STREET
MARGATE, FL 33068

SUBJECT: ANGEL & ANGELS ASSOCIATES INC.
Ref. Number: W97000026943

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The name of the entity must be identical throughout the document.

The document must have original signatures.

Please return the original and one copy of 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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 597A00057060



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1997

LUIS A. RAMIREZ
5473 C S.W. 11TH STREET
MARGATE, FL 33068

SUBJECT: ANGEL & ASSOCIATES, INC.
Ref. Number: W97000026943

We have received your document for ANGEL & ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 597A00057060

ARTICLES OF INCORPORATION

OF

ANGEL & ANGELS ASSOCIATES, INC.

ARTICLE I NAME

The name of the corporation shall be:

ANGEL & ANGELS ASSOCIATES INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

ANGEL & ANGELS ASSOCIATES INC.

5473 C SW 11th Street

Margate, FL 33068

ARTICLE III CAPITAL STOCK

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

1000 Shares Common Stock Par Value .001.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Luis A. Ramirez
5473 C SW 11th Street
Margate, FL 33068

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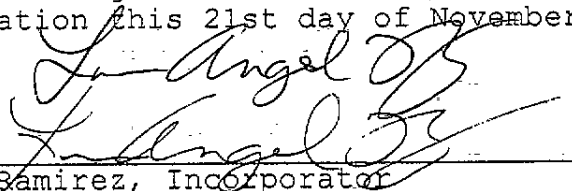
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DIVISION OF CORPORATIONS

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Luis A. Ramirez
5473 C SW 11th Street
Margate, FL 33068

The undersigned has executed these Articles of Incorporation this 21st day of November 1997.



Luis A. Ramirez, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 & ANGELS ASSOCIATES INC.

2. The name and address of the registered agent and office is:

Luis A. Ramirez
5473 C SW 11th Street
Margate, FL 33068

Signature: _____


Luis A. Ramirez

Title: Incorporator and President

Date: 11-24-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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: _____


Luis A. Ramirez

Date: 11-24-97