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ROLAND D. WALLER  
*Board Certified Real Estate Lawyer*  
THOMAS W. MITCHELL, JR.

March 11, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee FL 32301

RE: THE ANGEL TREE, INC.  
FILE NO. 14233.01

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-03/16/98--01084--013  
\*\*\*\*122.50 \*\*\*\*122.50

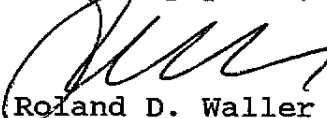
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation, for the above referenced corporation. In addition, a check for \$122.50 is enclosed representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,

  
Roland D. Waller

RDW/kks  
Enclosures

FILED  
98 MAR 16 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 3/17/98

ARTICLES OF INCORPORATION  
OF  
THE ANGEL TREE, INC.

FILED  
98 MAR 16 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE ANGEL TREE, INC.

The address of the principal office of this corporation shall be 7904 Adelaide Loop, New Port Richey, Florida 34655, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7904 Adelaide Loop, New Port Richey, Florida 34655, and the name of the initial registered agent of the corporation at that address is AMY WILSON.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in this Articles of Incorporation. This corporation shall have seven Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Amy Wilson  
7904 Adelaide Loop  
New Port Richey, FL 34655

Dottie Stetler  
4260 Montano Drive  
Spring Hill, FL 34606

Brenda Brady  
16728 Diplomat Drive  
Spring Hill, FL 34610

Janet O'Dell  
7110 Tanglewood Drive  
New Port Richey, FL 34654

Joanne Kenyon  
6735 Tierra Verde Street  
Port Richey, FL 34668

Rosana Stimson  
5706 Elkhorn Blvd.  
Holiday, FL 34690

Mary C. Backstrom  
3315 Supreme Drive  
Holiday, FL 34691

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are: Amy Wilson - President  
7904 Adelaide Loop  
New Port Richey, FL 34655

Joanne Kenyon - Vice President  
6735 Tierra Verde Street  
Port Richey, FL 34668

Janet O'Dell - Secretary, Treasurer  
7110 Tanglewood Drive  
New Port Richey, FL 34654

#### ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

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

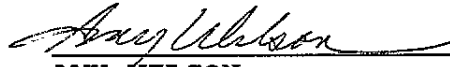
6735 Tierra Verde Street  
Port Richey, FL 34668

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_\_\_ day of March, 1998.

  
JOANNE KENYON

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

AMY WILSON, having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the foregoing Articles, I hereby accept such appointment and acknowledged that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

  
AMY WILSON

THIS INSTRUMENT PREPARED BY:  
ROLAND D. WALLER, ESQ.  
WALLER & MITCHELL  
5332 Main Street  
New Port Richey FL 34652  
Telephone: 813/847-2288  
FBN 139706

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