



P98000104841
Law Offices Anthony J. Scremin, P.A.
37 Northeast 26th Street, Miami, Fla. 33137

A. J. Scremin
(305) 576-8880
Fax (305) 573-2313

October 29, 1998

DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

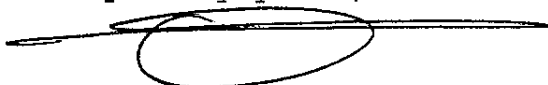
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-11/02/98--01080--014
****122.50 *****78.75

RE: GUARDIAN ANGEL, INC.

The purpose of this letter is to enclose the Articles of Incorporation for the above corporation. I am enclosing a check in the amount of \$122.50 to process same. Kindly forward a copy of said filing.

If you should have any questions please do not hesitate to call me at 305/576-8880. Thank you in advance for your courtesy and cooperation relative to this matter.

Very truly yours,


ANTHONY J. SCREMIN

AJS:is

Enc.

FILED
98 DEC 17 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-25006

Dmc
11-4-98

2544

SD
12/17



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1998

ANTHONY J. SCREMIN, P.A.
37 NE 26TH STREET
MIAMI, FL 33137

SUBJECT: GUARDIAN ANGEL, INC.
Ref. Number: W98000025006

We have received your document for GUARDIAN ANGEL, INC. and your check(s) totaling \$122.50. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00053763

CERTIFICATE OF INCORPORATION

OF

INTERNATIONAL HOUSE OF GIFTS, INC.

FILED
98 DEC 17 PM 12:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, do hereby associate ourselves together and subscribed this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

INTERNATIONAL HOUSE OF GIFTS, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be ONE HUNDRED (100) SHARES of stock which shall be common stock of a par value of ONE DOLLAR (\$ 1.00) per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at: 520 Bay Point Road, Miami, Florida 33137.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

MAX STAATS	520 Bay Point Road Miami, FL 33137.
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OFFICERS

President	Max Staats
Vice-President	Max Staats
Secretary	Max Staats
Treasurer	Max Staats

ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

<u>NAME</u> <u>ADDRESS</u>	<u>NO. OF SHARES</u>
Max Staats	100%

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

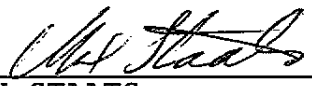
Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock by fully paid or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office: 37 NE 26 Street, Miami, Florida 33137.

The corporation does hereby designate ANTHONY J. SCREMIN, registered agent.

IN WITNESS WHEREOF, the undersigned incorporate have hereunto set their hands and affixed their seals, this 28 day of October, 1998.



MAX STAATS (Seal)

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

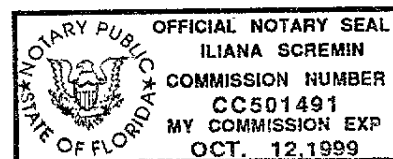
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared: MAX STAATS, who, after being by me first duly sworn, executed the foregoing Certificate of Incorporation freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 28 day of October, 1998.

NOTARY PUBLIC, State of Fla.

Produced I.D. Personally known
My Commission Expires:

My Commission Expires:




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 48.091, Florida Statutes, the
following is submitted, in compliance with said act.

First-- That, INTERNATIONAL HOUSE OF GIFTS, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at the City of Miami, County of Dade, State of
Florida, has named ANTHONY J. SCREMIN, located at 37 NE 26
STREET, MIAMI, FL 33137, as its agent to accept service of
process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.


ANTHONY J. SCREMIN, Registered
Agent

FILED
98 DEC 17 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA