



Erik V. Korzilius, P.A.



Post Office Box 1988, Venice, Florida 34284
 Telephone: (941) 493-3115 Facsimile: (941) 493-7345
 e-mail: hiredgun@gte.net

Erik V. Korzilius
 Attorney at Law

Real Estate Law
 Business Law

Title Insurance
 Wills - Trusts - Estate Planning

Environmental Law
 Corporate Law

Bruce P. Korzilius
 Special Consultant
 (Not a Member of the Florida Bar)

December 19, 1998

SENT VIA OVERNIGHT COURIER

Department of State
 Division of Corporations
 409 East Gaines Street
 Tallahassee, Florida 32399

800002726628-79
 -12/30/98-D1071-003
 *****78.75 *****78.75

SUBJECT: HEAVENLY TREASURES INC.

Enclosed are an original and one (1) copy of the articles of incorporation, an original certificate designating registered agent and registered office, and a check for:

Filing Fee & Certificate - \$78.75

FROM: Sandra Pruitt
 131 East Tampa Avenue
 Venice, Florida 34285
 (941) 493-2600

FILED
 98 DEC 30 PM 2:28
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Please return the filed Articles and Certificate of Status in the enclosed overnight courier packet.

Sincerely,

Erik V. Korzilius

Enclosures

Sandra GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT *Art VI*
 DATE *12/31*
 DOC. EXAM *bc*

Art VI
Directors
12/30

ARTICLES OF INCORPORATION
OF
HEAVENLY TREASURES INC.

98 DEC 30 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

In compliance with the requirements of *Florida Statutes* Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HEAVENLY TREASURES INC.

ARTICLE II

The existence of the corporation shall begin on December 30, 1998.

ARTICLE III

The street address of the principal office of the Corporation is 131 East Tampa Avenue, Venice, Florida 34285.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 131 East Tampa Avenue, Venice, Florida 34285. The initial registered agent for the Corporation at that address is SANDRA PRUITT.

ARTICLE VI

The initial board of directors shall consist of (1) member. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Sandra Pruitt	131 East Tampa Avenue, Venice, Florida 34285

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Sandra Pruitt	131 East Tampa Avenue, Venice, Florida 34285

ARTICLE VIII

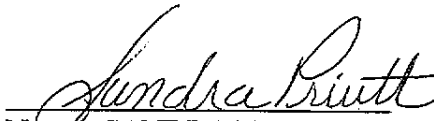
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29th day of December, 1998.


Name: SANDRA PRUITT

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HEAVENLY TREASURES INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *Florida Statutes* §607.0501(3).



Name: SANDRA PRUITT

Date: December 29, 1998

FILED
98 DEC 30 PM 2:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA