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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

angel shield, inc.

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ARTICLES OF INCORPORATION

OF

ANGEL SHIELD, INC.

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract, hereby subscribe to and forms a
corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is ANGEL SHIELD, INC.
hereafter referred to as the "Corporation".

ARTICLE II - NATURE OF BUSINESS

The general nature of the business and objects and purposes
proposed to be transacted, promoting or carried on are to do any and all
of the things hereinafter mentioned, as fully and to the same extent as
natural persons might or could do.

- (a) To engage in business selling radiation shielding devices.
- (b) To generally engage in, do and perform any enterprise, act
or vocation which natural persons might or could do.
- (c) To engage in the sale, purchase, holding, importing and
exporting of merchandise and property of all manner and description, to act
as principals or agents for the purchases, sales and handling of the account
of the "Corporation", or as a factor, agent, procurer or otherwise for and on
behalf of another

Harvey D. Sommer
Attorney-at-Law
3450 Northlake Blvd., Suite 105
Palm Beach Gardens, FL 33403
Florida Bar # 0176251 (56) 622-7533

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(d) To purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal with goods, wares of every class, kind and description.

(e) To buy, hold, mortgage, sell, improve, construct upon, lease or otherwise acquire or dispose of real and personal property (tangible or intangible) of every class, kind and description, anywhere in the world.

(f) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute mortgages, transfers of corporation property, or any other instruments to secure the the payment of corporate indebtedness as required.

(g) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(h) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created or issued by any other person, firm, association or corporation, or by any state or government, domestic or foreign, and while owner thereof to exercise all the rights, powers and privileges of ownership including the right to vote stock.

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(i) To enter into, make and perform contracts of every kind and with any person, firm, association or corporation, municipality, body, politic, country, territory, state, government or colony or dependency of agency thereof.

(j) To purchase, hold and reissue any of the shares of capital stock.

(k) In general, to do each and every thing necessary, suitable and proper for the accomplishment of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things incidental to or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof.

(l) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

ARTICLE 111 - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having the par value of \$1.00 each.

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ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the corporation shall begin
business shall be \$100.00

ARTICLE V - CORPORATION EXISTANCE

The corporation shall have perpetual existence .

ARTICLE VI - ADDRESS

The initial street address of the principal of this corporation is
4109 Adams Street, Hollywood, FL 33021

ARTICLE VII - NUMBER OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of
One (1) Directors

ARTICLE VIII - DIRECTORS

The names and post office addresses of the first Board of Directors
of the Corporation, who, subject to the provisions of this Certificate of
Incorporation and the By - laws and General Corporation Law of the State of
Florida shall hold office for the first year of the Corporation's existence, or until
their successors are elected and have qualified, are as follows:

NAME	ADDRESS
Jeffrey C. Angel	4109 Adams Street, Hollywood, FL 33021

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NAME AND POST OFFICE ADDRESS OF SUBSCRIBERS

The name and post office address of the subscribers to this Certificate of Incorporation, and a statement of the number of shares of stock which they agree to take are as follows :

NAME	ADDRESS	NO. SHARES
Jeffrey C. Angel	4109 Adams Street, Hollywood, FL 33021	100

ARTICLE IX - OFFICERS

The officers of the Corporation are :

NAME	TITLE
Jeffrey C. Angel	President

ARTICLE X - SPECIAL CHARTER PROVISIONS

In pursuance of Chapter 48, 091, Florida Statutes, the following is submitted in compliance with the said act :

They, Angel Shield, Inc.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Hollywood County of Broward, State of Florida, has named Harvey D. Sommer located at 3450 Northlake Blvd., Suite 105, Palm Beach Gardens, FL 33403 as its Agent to accept service of process within this state.

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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.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals at Hollywood, Broward County, Florida, this day of 8 March, 1999.

(SEAL)

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA)

COUNTY OF BROWARD)

SS :

I HEREBY CERTIFY that on this 8 day of March, 1999, personally appeared before me, the undersigned authority, Jeffrey C. Angel to me well known to be the persons described in the foregoing Articles of Incorporation, who acknowledged before me that they executed the foregoing Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal at North Miami Beach County of Broward, the day and year first above written.

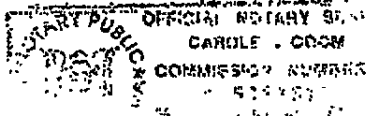
Personally known _____

Produced ID _____

Type of ID FL Driver's Lic # A524-403-53-4510

Carole L. Odo
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires :



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMOCILE
FOR THE SERVICE PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED :

FIRST - THAT ANGEL SHIELD, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
Hollywood, STATE OF
FLORIDA,

HAS NAMED HARVEY D. SOMMER, LOCATED AT 3450 NORTHLAKE
BLVD., SUITE 105, CITY OF PALM BEACH COUNTY, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

Jeffrey C. Angel
CORPORATE OFFICES
President 3/8/99
TITLE DATE

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 to the proper and complete performance of my duties.

Harvey D. Sommer 3/11/99
RESIDENT AGENT DATE

SECRETARY
TALLAHASSEE
FLORIDA
DATE

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