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LAW OFFICE OF  
BRENDA LEE HAMILTON

555 S. Federal Highway, Suite 400  
Boca Raton, Florida 33432  
(561) 416-8956 (561) 416-2855

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99 DEC -8 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 6, 1999

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

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-12/08/99--01044--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: HeavenExpress.com Inc.

Dear Sir/Madam:

Enclosed herein please find a check in the amount of \$78.75 to incorporate HeavenExpress.com Inc. Also enclosed is an original and two copies along with a self-addressed stamped envelope. Kindly forward a copy to the above address.

Very truly yours,



Melissa Richards, Assistant

K. G. HESSER DEC 10 1999

ARTICLES OF INCORPORATION  
OF  
HEAVENEXPRESS.COM INC.

In compliance with the requirements of F.S. 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 HeavenExpress.com Inc.

ARTICLE II

The existence of the corporation shall be perpetual starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 6901 NW 32<sup>nd</sup> Avenue, Ft. Lauderdale, Florida 33309.

ARTICLE IV

The maximum number of common shares this Corporation is authorized to issue is 50,000,000, with a par value of \$.001 per share. 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. The maximum number of preferred shares this Corporation is authorized to issue is 10,000,000, with a par value of \$.001 per share. The Preferred Shares shall have such rights and preferences as determined by the Board of Directors.

ARTICLE V

The initial street address of the Corporation's registered office is 6901 NW 32<sup>nd</sup> Avenue, Ft. Lauderdale, Florida 33309. The initial registered agent for the Corporation at that address is Sandra Sharpe.

ARTICLE VI

The Board of Directors shall consist of a minimum of one (1) director. The names and addresses of the persons who will serve on the initial board of directors are:

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Name	Address
Saundra Sharpe	6901 NW 32 <sup>nd</sup> Avenue Ft Lauderdale, Florida 33309

#### ARTICLE VII

The name and street address of the persons signing these articles of incorporation are:

Name	Address
Brenda Lee Hamilton	555 S. Federal Highway, Suite 400 Boca Raton, Florida 33432

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#### 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 3<sup>rd</sup> day of December 1999.



Name: Brenda Lee Hamilton

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HeavenExpress.com Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Saundra Sharpe

Date: December 3, 1999