

P97000077305

TRANSMITTAL LETTER

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

SUBJECT: CHAMELEON ENTERPRISES INC.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$ 122.50 - Filing Fee and Certified Copy (an additional copy is attached for a certified copy to be returned to me)

FROM: CHAMELEON ENTERPRISES INC.
P. O. BOX 596
SHALIMAR FLORIDA 32579-0596

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W97-17991

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1997

CHAMELEON ENTERPRISES INC.
P.O. BOX 596
SHALIMAR, FL 32579-0596

SUBJECT: CHAMELEON ENTERPRISES INC.
Ref. Number: W97000017991

We have received your document for CHAMELEON ENTERPRISES 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 registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 297A00039710



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1997

CHAMELEON ENTERPRISES INC.
P.O. BOX 596
SHALIMAR, FL 32579-0596

SUBJECT: CHAMELEON ENTERPRISES INC.
Ref. Number: W97000017991

We have received your document for CHAMELEON ENTERPRISES INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 697A00042032

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

CHAMELEON ENTERPRISES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P. O. BOX 596
SHALIMAR FL 32579

ARTICLE III - SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

100 shares of one dollar par (\$1.00) value common stock.

Initial shares will be issued as follows:

100 SHARES - RAYMOND J MCKENNA

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of initial registered agent is:

RAYMOND J MCKENNA

~~P. O. BOX 285~~
~~SHALIMAR FLORIDA 32579~~

*130 Beech Drive
Fort Walton Beach FL 32547*

ARTICLE V - INCORPORATORS

The name and social security number as well as street address of the incorporators to these Articles of Incorporation are:

RAYMOND J MCKENNA

SSN 591-03-5186

P. O. BOX 285

SHALIMAR FL 32579

ARTICLE VI - OFFICERS

The names and titles of the initial officers of this corporation are:

RAYMOND J MCKENNA

PRESIDENT

ARTICLE VII - TERMS OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VIII - NATURE OF BUSINESS POWERS

The general nature of the business to be transacted by this Corporation is to engage in any business under the laws of the State of Florida.

ARTICLE IX - CUMULATIVE VOTING

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

This corporation shall have two director's initially. The number of directors may be increased by the By-Laws.

The initial director's of this corporation are:

**RAYMOND J MCKERNA
P. O. BOX 285
SHALIMAR FL 32579**

ARTICLE XII - TAX ARTICLE

It is the intention of this charter that the director shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder of this Corporation upon the sale for cash of any stock of this Corporation which is held by another shareholder of this Corporation shall have the initial right to purchase that stock at the price it will be offered to others outside the Corporation.

The undersigned incorporators have executed these Articles of
Incorporation this 25th day of July, 1997.

Raymond J. McKenna

(Signature)

RAYMOND J MCKENNA
PRESIDENT

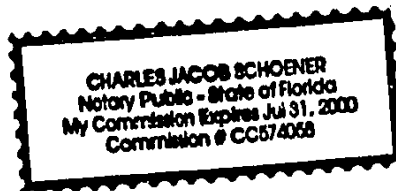
(Signature)

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was subscribed and sworn to before me
this 25th day of July, 1997.

Charles Jacob Schoener

Notary Public
My Commission Expires



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the process of Section 607.0501, Florida Statutes, The undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent.

1. The name of the corporation is:

CHAMELEON ENTERPRISES INC.

2. The name and address of the Registered Agent and office is:

RAYMOND J MCKENNA

~~P. O. BOX 285~~

~~SEALIMAR FL 32579~~

*130 Beach Drive
Fort Walton Beach FL
32547*

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Raymond J McKenna

(Signature)

**RAYMOND J MCKENNA
REGISTERED AGENT**

7/25/97

(Date)