

Colleen A. White, Attorney at Law

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Jacksonville Beach, Florida 32240
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P98000015171

February 10, 1998

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-02/16/98--01068--005
*****70.00 *****70.00

RE: CHARISMATIC ENTERPRISES, INCORPORATED

Dear Sir/Madam,

Enclosed is the original and one copy of the Articles of Incorporation, Certificate of Registered Agent, S-Corporation Resolution and a check for \$70.00 the filing fee.

Thanking you in advance and if you have any questions, please do not hesitate to contact me.

Sincerely,

Colleen A. White
Colleen A. White, Esq

CAW/day
cc: Robert Russakoff

FILED
98 FEB 16 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Colleen GAVE

AUTHORIZATION BY PHONE TO

CORRECT

art. 4, resol. + cert.

DATE

2/16/98

DOC EXAM

Ym

2/16/98-Ym

ARTICLES OF INCORPORATION
OF
CHARISMATIC ENTERPRISES, INCORPORATED

FILED
98 FEB 16 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I
NAME

The name of the corporation shall be: Charismatic Enterprises, Incorporated.

Article II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 640 Camellia Terrace Court North, Neptune Beach, FL 32266.

Article III
STOCK

The Number of shares the corporation is authorized to issue is one hundred (100), all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all of the issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

Each share of common stock shall have equal and full voting

powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

Shareholders shall have no preemptive rights and cumulative voting shall not be permitted.

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article IV REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office and the name of its initial registered agent is Colleen A. White, Attorney at Law,
2731 Madrid St., Jacksonville Beach, FL 32250.

Article V INCORPORATORS

The name and street address of the incorporator to the corporation is: Colleen A. White, Attorney at Law, P.O. Box 50031, Jacksonville Beach, Florida 32250-6674, or 2731 Madrid St., Jacksonville Beach, FL 32250.

Article VI DIRECTORS

The number of the initial Board of Directors shall be Two (2). The number of Directors may be increased or decreased from time to time by bylaws adopted by the shareholders. The names and residences of the Directors for the first years and until their successors shall have been elected and shall have accepted office are as follows:

Robert E. Russakoff - President, Vice President
640 Camellia Terrace Court North
Neptune Beach, FL 32266

M. B. Larizza - Secretary, Treasurer
640 Camellia Terrace Court North
Neptune Beach, FL 32266

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

A. Adopt the initial Bylaws of the corporation. Further the Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

B. In general, to manage the affairs of said corporation in such a manner as shall be deemed advisable by said Board.

Article VII PURPOSE

The purpose for which the corporation is organized is as follows: in the business of marketing and public relations.

Article VIII POWERS

The Corporation shall have all of the common law and statutory powers of a corporation for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt

from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

**Article IX
LIABILITY**

The Board of Directors of this Corporation is hereby specifically authorized to make provision of indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article XI
TERM**

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 5th day of February, 1997.

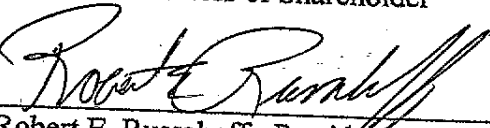
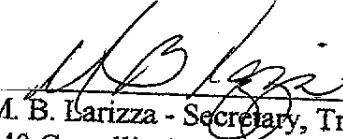
C. White
Colleen A. White, Esq., INCORPORATOR

RESOLUTION
of
CHARISMATIC ENTERPRISES, INCORPORATED
a Florida Corporation

RESOLVED that the corporation elects "S-Corporation" status for tax purposes under the Internal Revenue Code and that the officers of the corporation are directed to file IRS Form 2553 and to take any further action necessary for the corporation to qualify for S-Corporation status.

Shareholder's Consent

The undersigned shareholders, being all of the shareholders of the above corporation, a Florida corporation, hereby consent to the election of the corporation to obtain S-Corporation status

Name and Address of Shareholder	Shares Owned	Date Acquired
 Robert E. Russakoff - President, Vice President 640 Camellia Terrace Court North Neptune Beach, FL 32266	51	2-7-98
 M. B. Larizza - Secretary, Treasurer 640 Camellia Terrace Court North Neptune Beach, FL 32266	49	2-7-98

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, 607.0501 and 607.0505, Florida Statutes, the following
is submitted:

CHARISMATIC ENTERPRISES, INCORPORATED, desiring to organize or qualify under the
laws of the State of Florida hereby designates COLLEEN A WHITE, Attorney at Law, as its
registered agent to accept service of process within the State of Florida and the address of its
registered office shall be 2731 Madrid Street, Jacksonville Beach, FL 32250.

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

Dated this 9th day of Feb, 1998.


COLLEEN A. WHITE, ESQ.

FILED
98 FEB 16 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA