

P99000103828

November 7, 1999

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Fl. 32314

300003054313--3
-11/24/93--01068--014
****157.50 *****78.75

Subject: Charter Equities Inc.

Charter Equities Inc. I can be reached at 516 Belle Point Drive St. Pete Beach, Fl. 33706.

Phone: (727) 360-4551 during normal business hours.

FILED
99 NOV 21 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

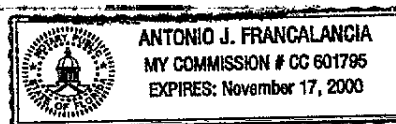
Mary Jean Rappelt
Mary Jean Rappelt

State of Florida

County of Pinellas

Sworn to and subscribed before me this 17th day of November 1999

[Signature]
Notary of Public



F. CHESMAN DEC 1 1999

ARTICLES OF INCORPORATION

Article I

The Name of the corporation is Charter Equities Inc.

Article II

This corporation shall exist perpetually.

Article III

This corporation is organized for the purpose of ownership of real property and its management and for all other lawful purposes.

Article IV

This corporation is authorized to issue one thousand (1000) shares of one-dollar (1.00) par value common stock.

Article V

Every share holder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI

Initial registered office and agent and place of business

The street address of the initial registered office and place of business of this corporation is 516 Belle Point Drive St. Pete Beach, Fl 33706 and the name of the initial registered agent of this corporation at that address is Mary Jean Rappelt.

Article VII

Initial Board of Directors

This corporation shall have one director initially The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

**Mary Jean Rappelt
516 Belle Point Drive
St. Pete Beach Fl 33706**

FILED
99 NOV 24 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article VIII
Incorporator**

The Name of the person signing these articles is: **Mary Jean Rappelt**
516 Belle Point Drive
St Pete Beach Fl 33706

**Article IX
Bylaws**

The Power to adopt, alter amend, or repeal bylaws shall be vested in the board of directors and the shareholders.

**Articles X
Restrictions of stock transfer**

Shares held by the shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**Article XI
Management of corporation by shareholders**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

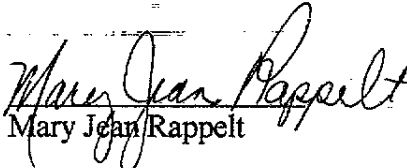
**Article XII
Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

**Article XIII
Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

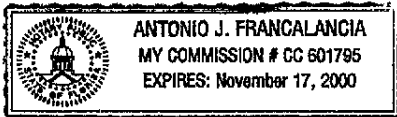
In witness where of the undersigned subscriber has executed these Articles of incorporation on _____

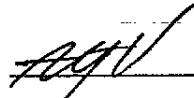

Mary Jean Rappelt

State of Florida)
)
County of Pinellas)

Before me personally appeared Mary Jean Rappelt, to me well known to me to be the person described in and who executed the forgoing instrument, and acknowledge to and before me that she executed said instrument for the purpose therein expressed.

Witness my hand and official seal this 17th day of NOVEMBER 1999.



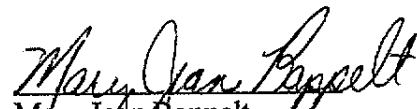


Notary Public, State of Florida

FILED
99 NOV 24 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My commission expires:

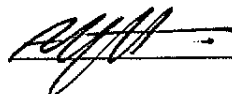
I am Familiar with and accept the duties and responsibilities as registered agent for Charter Equities Inc. I can be reached at 516 Belle Point Drive St. Pete Beach, Fl. 33706. Phone: (727) 360-4551 during normal business hours.



Mary Jean Rappelt

State of Florida
County of Pinellas

Sworn to and subscribed before me this 17th day of NOVEMBER 1999.



Notary of Public

