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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Transmittal Letter

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

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*****70.00 *****70.00

SUBJECT: MICHELLE CHARLES, INC.
(Proposed Corporate Name)

Enclosed please find an original plus one additional copy of the articles of incorporation for the above named corporation. The check enclosed in the amount of \$70.00 is for the following:

Filing fee	\$ 35.00
Designation of Registered Agent	35.00

Total amount enclosed	<u>\$ 70.00</u>

FROM: Michelle Charles, Inc.
3103 B El Prado Blvd
Tampa, FL 33629
(813) 839-9738

Rd 7/12/00

ARTICLES OF INCORPORATION

OF

MICHELLE CHARLES, INC.

FILED

00 JUL 10 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I - Name

The name of this corporation is Michelle Charles, Inc.

Article II - Principal Place of Business

The principal place of business of this corporation is 3103B El Prado Blvd, Tampa, FL 33629. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within the State of Florida.

Article III - Duration

The corporation shall exist for a perpetual period unless dissolved according to law.

Article IV - Purpose

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3103B El Prado Blvd, Tampa, FL 33629, and the name of the initial registered agent of this corporation at that address is Michelle Charles.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:


Michelle Charles

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 (1). The name and address of the initial director is:

Michelle Charles - 3103B El Prado Blvd
Tampa, FL 33629

Article VIII - Subscriber

The name and address of the person signing these articles is:

Michelle Charles - 3103B El Prado Blvd
Tampa, FL 33629

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

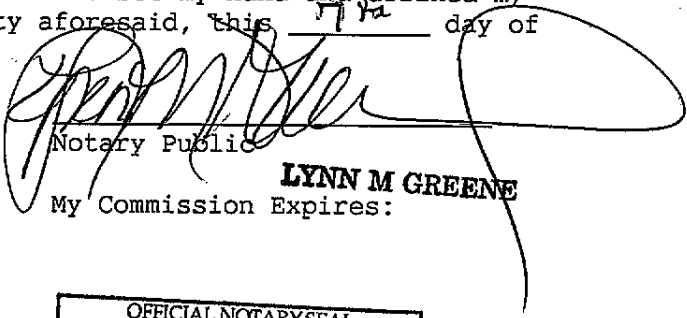
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of July, 2000


Michelle Charles

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Michelle Charles, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7th day of July, 2000.


Notary Public

LYNN M GREENE

My Commission Expires:

OFFICIAL NOTARY SEAL
LYNN M GREENE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC738379
MY COMMISSION EXP. APR. 29, 2002