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FLORIDA PROFIT CORPORATION OR P.A.

~~FAIRY TALES THRIFT STORE, INC.~~

skycharge, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 17, 2001

FAS-T

SUBJECT: SKYCHARGE, INC.
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**ARTICLES OF INCORPORATION
OF
SKYCHARGE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is: SKYCHARGE, INC.

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

2822 Wilshire Road
Clermont, Fl 34711

ARTICLE II - NATURE OF BUSINESS

This corporation is formed for the business purpose of multi-level marketing of communication and commercial products. In addition, this corporation may also engage in or transact 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 III - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock of par value of One Dollar (\$1.00) per share, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

ARTICLE VI - INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

ARTICLE VII - SPECIAL PROVISIONS

- (a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificate of indebtedness, noted or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class.
- (b) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the corporation, may choose one or more Vice President, an Assistant Secretary, and Assistant Treasurer and such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors.
- (c) The stockholders may, in their discretion choose a Chairman of the Board of Directors at the annual meeting of the stockholders of the corporation; or if the annual meeting of the stockholders is not held, at any meeting of the stockholders thereafter called pursuant to the By-Laws of the corporation.
- (d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also director of such subsidiary or controlled corporation.

ARTICLE VIII - FIRST BOARD OF DIRECTOR AND OFFICER

The names and addresses of the initial directors and officers of the corporation are:

Michiel J. Bakker - President/Director
Michiel J. Bakker - Secretary/Treasurer

2822 Wilshire Road
Clermont, FL 34711

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

Michiel J. Bakker

2822 Wilshire Road
Clermont, FL 34711

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of July, 2001.

Signature of Incorporator

x 

Michiel J. Bakker

STATE OF FLORIDA)
COUNTY OF DADE)

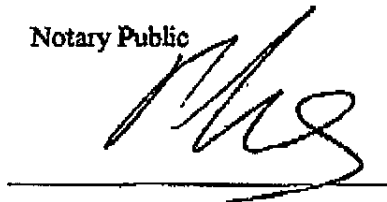
I hereby certify that on this day before me, an officer duly authorized in the state aforesaid to take acknowledgements, personally appeared **Michiel J. Bakker** to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid the 27th day of July, 2001.



Joseph Leung
Commission # DD 002979
Expires March 10, 2004
Bonded Three
Atlantic Bonding Co., Inc.

Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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, in the State of Florida.

1. The name of the corporation is: **SkyCharge, Inc.**
2. The name and address of the registered agent and office is:

Michiel J. Bakker

**2822 Wilshire Road
Clermont, Fl 34711**

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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.

SIGNATURE: 

DATE: 7/27/01