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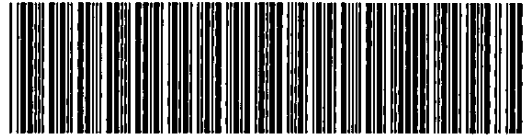
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 10-30

TRANSMITTAL LETTER

Date: 9/2/2006

Department of State
Division of Corporations
409 E. Gains St.
Tallahassee, Fl. 32399
(805)487-6052

RE: Charterhouse Development Fund, Inc.

Enclosed are two copies and one original copy of the Articles of Amendment to the Articles of Incorporation of ***Charterhouse Development Fund, Inc.***

Money Order for **\$87.50** is enclosed. This Check represents payment for the following:

Filing Fee, Certified Copy & Certificate of Status

From: Roger E. Glover
2738 Roosevelt Blvd.
Apt. 321
Clearwater, Fl. 33760

Please return by return envelope enclosed.

**ARTICLES OF INCORPORATION
OF
CHARTERHOUSE DEVELOPMENT FUND, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, do(es) hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: **CHARTERHOUSE DEVELOPMENT FUND, INC.**

ARTICLE II

This Corporation shall have perpetual existence. The date and time of the commencement of corporate existence is the date of filing these articles with the Secretary of State.

ARTICLE III

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The total authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar(s) each, amounting in the aggregate to One Thousand (\$1,000.00) Dollars.

ARTICLE V

Every shareholder, upon the sale for cash of any stock of this Corporation of the same kind, class or series as that which they already holds, shall have the right to purchase their pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

The street address of the initial principal office of this Corporation is 700 51st Street South, #736, Gulfport, Fl. 33707-2659, and the name of the initial registered agent of this Corporation is *ROGER GLOVER* whose street address is 2738 Roosevelt Blvd. #321, Clearwater, Fl. 33760

ARTICLE VII

This Corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director(s) of the Corporation is:

ROGER E. GLOVER

2738 Roosevelt Blvd. #321
Clearwater, Fl. 33760

ARTICLE III

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

ROGER E. GLOVER

2738 Roosevelt Blvd. #321
Clearwater, Fl. 33760

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

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

ARTICLE XI

The approval of the Shareholders of this Corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

Dividends may be paid to Shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XIII

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

ARTICLE XIV

The Directors of this Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of Directors.

1. Dissolution or merger of the Corporation, or
2. Sale of the corporate assets.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of those Articles of Incorporation be made.

The undersigned subscribers have executed these Articles of Incorporation this 1st day of May, 2006



Roger E. Glover


**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR A
FLORIDA CORPORATION**

Pursuant to the provisions of FS 607.0501, 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: *Charterhouse Development Fund, Inc.*
2. The name of the registered agent is: *Roger E. Glover*
3. The address of the registered agent/registered office is:

**2738 Roosevelt Blvd. #321
Clearwater, Fl. 33760**

Accepted:



Roger E. Glover

May 1, 2006
Date

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06 OCT 27 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA