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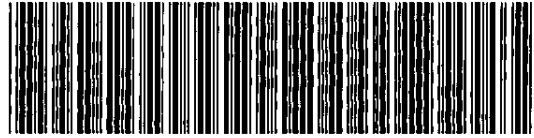
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Law Office of
William E. Hawkins, Jr., P.L.
A Professional Limited Liability Company

William E. Hawkins, Jr., Esq.*
*Admitted in Florida
*Certified Real Estate Instructor

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November 5, 2010

US MAIL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6052

RE: CHARLIE'S WORMS, INC.

Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for the above named corporation and a check in the amount of **\$78.75** for filing the enclosed Articles. - Please file the above listed item and return the certified copy to me.

Please use the following email address for purposes of the annual report:
william135@comcast.net.

I thank you for your assistance and should you have any questions, please do not hesitate to call me immediately.

Very truly yours,

/s/ William E. Hawkins, Jr.

William E. Hawkins, Jr.

WEH/tar

Enclosures (as stated)

P:\Clients\10\10-BH-32 O'Keefe\Charlie's Worms\Corp\DOS Articles letter.doc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHARLIE'S WORMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **CHARLIE'S WORMS, INC.** The principal place of business and mailing address of this corporation's initial office is 1340 U.S. Hwy. 1, Suite 102, Jupiter, FL 33469.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date shall be upon the filing of these Articles of Incorporation with the State of Florida. The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of Common Stock at \$1.00 par value per share. Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is

one (1). The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until their successors are elected and qualified, is/are:

<u>Name</u>	<u>Address</u>
William O'Keefe	1340 U.S. Hwy. 1, Suite 102 Jupiter, FL 33469

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
William O'Keefe	1340 U.S. Hwy. 1, Suite 102 Jupiter, FL 33469

ARTICLE VIII - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by

the affirmative vote of a majority of shareholders at any meeting thereof.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

DATED: November 5, 2010



William O'Keefe
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of November, 2010 by William O'Keefe, who is personally known to me and who did not take an oath.

[SEAL]




Notary Public, State of Florida

Print Name: _____

My Commission Expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

Charlie's Worms, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

William O'Keefe

1340 U.S. Hwy. 1, Suite 102
Jupiter, FL 33469

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

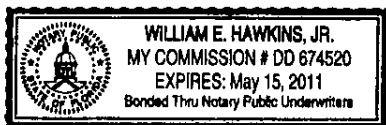
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: November 5, 2010

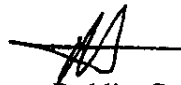

William O'Keefe
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of November, 2010, by William O'Keefe who is personally known to me and who did not take an oath.



[SEAL]


Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA