

Charter Number Only

195000012861

Requester's Name *PHI*
Walter J. Charnick

Address *900 South Woodland Blvd*

City *Miami, FL* State *FL* ZIP *33156* Phone *670-0444*

VALIDATION ONLY

900001406749
-02/15/95--01003--026
****122.50 ****122.50

CORPORATION(S) NAME

C. HAMP Holdings, Inc.

FILED
FEB 15 1995



EMPIRE Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out | |

Name
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Acknowledgment
W.P. Verifier

H. SIMS FEB 15 1995

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
CHAMP HOLDINGS, INC.

FILED
5 FEB 15 1961

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:
CHAMP HOLDINGS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the corporation is:

1500 San Remo Avenue
Suite 180
Coral Gables, FL 33146

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

M & W AGENTS, INC.
Penthouse I
9100 South Dadeland Boulevard
Miami, Florida 33156

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial Director of this Corporation and its street address is:

Robert A. Chaves
9100 S. Dadeland Blvd.
Suite 1707
Miami, FL 33156

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator are:

M & W AGENTS, INC.
Penthouse I
9100 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE X. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT.

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 Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 14th day of February, 1995.

M & W AGENTS, INC.

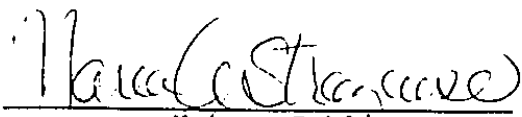
By: 

Robert A. Chaves
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

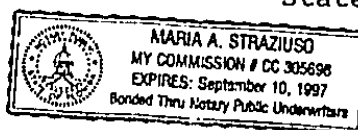
BEFORE ME, a Notary Public, personally appeared Robert A. Chaves, a Vice President of M & W AGENTS, INC., to me known to be the Vice President of the corporation described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 14th day of February, 1995.



Notary Public
State of Florida at Large

My commission expires:



FILED
FEB 15 1995
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
MIAMI COUNTY

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

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

That CHAMP HOLDINGS, INC., desiring to organize under the laws of the State of Florida, has named M & W AGENTS, INC., located at Penthouse I, 9100 S. Dadeland Boulevard, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, M & W AGENTS, INC. hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 14th day of February, 1995.

M & W AGENTS, INC.

By: 

Robert A. Chaves
Vice President