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LAW OFFICES
OF
JAMES M. HAMMOND
Barnett Bank Building
600 Cleveland Street, Suite 700
Clearwater, Florida 34615

Telephone
(813) 461-0015

April 21, 1995

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

200001463182
-04/24/95--01043--005
***122.50 ***122.50

Re: Incorporation of Charis Marketing, Inc.

Dear Sir or Madam:

I enclose herein an original and copy of Articles of Incorporation and Certificate Designating Registered Agent/Registered Office for the above-named corporation. In addition, a check in the amount of \$122.50 representing the following fees is enclosed:

| | |
|----------------------|--------------|
| Filing fee | \$ 35.00 |
| Certified copy fee | 52.50 |
| Registered agent fee | <u>35.00</u> |
| Total | \$122.50 |

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,


James M. Hammond

JMH/mm

Enclosures

cc: Mr. Scott Terry
(w/encls.)

D. BROWN APR 26 1995

ARTICLES OF INCORPORATION
OF
CHARIS MARKETING, INC.

FILED
95 APR 24 11:51
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: Charis Marketing, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and the judgment of such value shall be conclusive.

Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office and the mailing address of this Corporation is 1981 Hidden Springs Place, Clearwater, Florida 34620.

ARTICLE VI

QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 600 Cleveland Street, Suite 700, Clearwater, Florida 34615, and the name of the initial registered agent of this Corporation at such address is James M. Hammond, Esq.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased from time to time in the manner provided by the bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

| | |
|-------------|---|
| SCOTT TERRY | 1981 Hidden Springs Place Clearwater, FL 34620 |
|-------------|---|

ARTICLE IX

INCORPORATORS

The name and address of the Corporation's incorporator is:

JAMES M. HAMMOND, ESQ. 600 Cleveland Street
Suite 700
Clearwater, FL 34615

ARTICLE X

INDEMNIFICATION


The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 21 day of April, 1995.


JAMES M. HAMMOND, ESQ., Incorporator
and Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21
April, 1995 by JAMES M. HAMMOND, who is personally
known to me or who has produced _____ as
identification and who did not take an oath.


Notary Public
My Commission Expires:



MARTHA MORRISON
MY COMMISSION # CC345097 EXPIRES
January 30, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

Designation and Acceptance of Registered Agent

FILED
55 APR 24 AM 11:52
TALLAHASSEE, FLORIDA

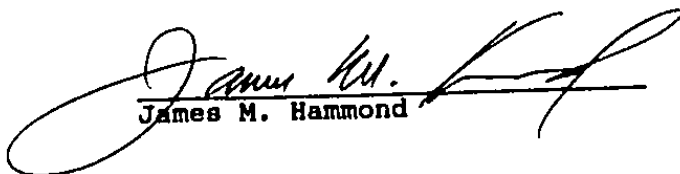
Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Charis Marketing, Inc.
2. The name of the registered agent is James M. Hammond.
3. The address of the registered agent/registered office is 600 Cleveland Street, Suite 700, Clearwater, Florida 34615.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: April 21, 1995.


James M. Hammond