

EDWARDS & CARSTARPHEN
A Partnership of Professional Associations
Attorneys & Consultants

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P96000008387

January 22, 1996

Florida Secretary of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32399

RE: Chameleon Group, Inc.
Articles of Incorporation

Dear Sir/Madame:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 for the following:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles

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****122.50 ****122.50

A self addressed Federal Express enveloped has been enclosed for the return of the above filed articles.

Thank you for your assistance in this matter. Should you need to contact me, please call me at (305) 442-2249.

Sincerely,

Monica Meadows-Brown

Monica Meadows-Brown
Legal Assistant

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96 JAN 23 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 1/26/96

**Articles of Incorporation
of**

CHAMELEON GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHAMELEON GROUP, INC.

The address of the principal office of this corporation shall be 10620 SW 149 Street, Miami, Florida 33176, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may transact or engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2906 Douglas Road, Suite 201, Coral Gables Florida 33134 and the name of the initial registered agent of the corporation is M. L. Carstarphen, whose address is 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

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TALLAHASSEE FLORIDA

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

Elsie Hamler, President
10620 SW 149 Street
Miami, Florida 33176

ARTICLE VIII. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Elsie Hamler, President
10620 SW 149th Street
Miami, Florida 33176

Don Bickham, Vice President
6601 SW 116 Court, #407
Miami, Florida 33173

Juliet King, Secretary
15020 Jackson Street
Miami, Florida 33176

Jerome Hamler, Treasurer
162 West Station Drive
Kennesaw, Georgia 30144

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

M. L. Carstarphen
Edwards & Carstarphen
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 22nd day of January, 1996.

M. L. CARSTARPHEN



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

M. L. Carstarphen, having a mailing address of 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

M. L. CARSTARPHEN

A handwritten signature in cursive script, reading "M. L. Carstarphen", is written over a horizontal line.

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TALLAHASSEE FLORIDA