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ACCOUNT NO. : 072100000032

REFERENCE : 954264 1579E

AUTHORIZATION :

Patricia Pzyit

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 954264

CUSTOMER NO: 1579E

700001822897

CUSTOMER: Ms. Sherry Logsdon
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC FILING

NAME: PERFECT CHARTER, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

INTERNATIONAL DIVISION
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
USA

USA & CANADA ONLY
800-542-8086

WORLDWIDE
904-222-9171
904-222-0393 FAX

FILED
96 MAY 15 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 15 AM 11:14
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
PERFECT CHARTER, INC.**

FILED
96 MAY 15 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **PERFECT CHARTER, INC.** (hereinafter the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

ARTICLE I
Name

The name of the Corporation is: **PERFECT CHARTER, INC.**

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Shares

The total number of shares which the Corporation shall have the authority to issue shall be **Seven Thousand Five Hundred (7,500)** shares, consisting of a single class of common stock having a par value of **\$.01** per share.

ARTICLE IV
Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is **3901 Presidential Drive, Palm Harbor, Florida 34685**. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is **3901 Presidential Drive, Palm Harbor, Florida 34685**.

ARTICLE VII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as the initial Directors and until successor Directors are elected and qualified are as follows:

H. Helmut Radtke
Carol Radtke

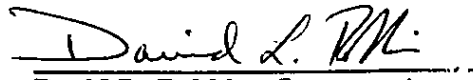
ARTICLE VIII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is **The Greenleaf Building, 200 Laura Street, Jacksonville, Florida 32202-3527**, and the initial Registered Agent at such address is **F&L Corp.**

ARTICLE X
Incorporator

The name and address of the sole incorporator of the Corporation is: **David L. Robbins, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602**.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 14 day of May, 1996.


David L. Robbins, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a corporation resident of the State of Florida, having been named in Article IX of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of **PERFECT CHARTER, INC.**

DATED, this 14 day of May, 1996.

F&L CORP.

By: 

Martin A. Traber