

P 96000059846

WINDJAMMER COMPUTER CORPORATION

13711 SW 52nd Place

Ft. Lauderdale, FL 33333-2523

Phone: (305) 434-8866

July 2, 1996

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-07/03/96--01141--009
*****70.00 *****70.00

New Filing Section
Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Incorporation for Charles A. Rothschild, ~~Inc.~~ and also the Certificate of Service. I have also enclosed the \$70.00 filing fee. If the filing can be expedited it would be appreciated.

Please return my copy after filing using the enclosed FedEx airbill which has been checked off to "Bill Recipient".

Thank you for your courtesy in this matter.

Sincerely,

Charles A. Rothschild

Charles A. Rothschild

Encl.

FILED
96 JUL 17
TALLAHASSEE, FL
SECRETARY OF STATE

W 96
PT
7/17/96
11/11/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 11, 1996

CHARLES A. ROTHSCHILD
13711 SW 52ND PLACE
FT LAUDERDALE, FL 33330-2523

SUBJECT: CHARLES A. ROTHSCHILD, ^{Inc.}~~LTD.~~
Ref. Number: W96000014491

We have received your document for CHARLES A. ROTHSCHILD, ^{Inc.}~~LTD.~~ and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00033737

ARTICLES OF INCORPORATION
OF
CHARLES A. ROTHSCHILD, INC.

FILED
96 JUL 17 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator to these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is:

Charles A. Rothschild, Inc.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time, shall be 1,000,000 shares of common stock with a par value of \$0.01 per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located initially at 13711 SW 52nd Place, Ft. Lauderdale, FL 33330 or such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors. The name of the initial registered agent is Charles A. Rothschild.

ARTICLE VII

This business of this corporation shall be conducted by a Board of Directors which shall consist of from one to not more than five as shall be designated from time to time in accordance with the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors, who, subject to the

provisions of these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporate existence or until their successors are elected and have duly qualified, are:

Name

Street Address

Charles A. Rothschild

13711 SW 52nd Place
Ft. Lauderdale, FL 33330

All of said Directors are of full age, and at least one is a citizen of the United States of America.

ARTICLE IX

The name and street address of the incorporator of these Articles of Incorporation is Charles A. Rothschild, 13711 SW 52nd Place, Ft. Lauderdale, FL 33330.

ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the Stockholders or Directors at any regular or duly called special meeting.

ARTICLE XI

This corporation shall have in addition to a President, Vice President, Secretary and Treasurer, such other additional officers as may be created from time to time by, and authorized by, its By-Laws.

ARTICLE XII

All officers, agents and fact 's shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

ARTICLE XIII

Every person who now is or hereafter shall be a Director of the corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director of the corporation (whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost of expense is incurred by or imposed upon him), except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1996.

Charles J. Nottechild

Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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 Charles A. Rothschild, Inc.
2. The name and address of the registered agent and office is:

Charles A. Rothschild

13711 SW 52nd Place

Ft. Lauderdale, FL 33330-2523

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Charles A Rothschild

(Signature)

7/11/96

(Date)