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LAW OFFICES
CUNNINGHAM, ALBRITTON, MILLER, WISEHEART & HEFFERNAN
A PROFESSIONAL ASSOCIATION

2075 OVERSEAS HIGHWAY
P.O. Box 500938
MAHATHON, FLORIDA 33050-0938
(305) 743-9427
FAX: (305) 743-8800

RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

MARSHALL G. WISEHEART
WILLIAM J. HEFFERNAN, JR.
CARL D. PALOMINO

July 10, 1996

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

RE: CHAZI, INC.
Our File No. 96-H-126

100001896721
-07/17/96--01060--003
***122.50 ***122.50

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

JUL 18 1996 BSB

Sincerely,
K. Shylon Martin

K. Shylon Martin
Secretary to
William J. Heffernan, Jr.

FILED
JUL 17 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ksm
Enclosures

ARTICLES OF INCORPORATION
of
CHAZI, INC.

FILED
96 JUL 17 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is CHAZI, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

WILLIAM J. HEFFERNAN, JR., ESQ.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have two directors initially. The number of directors may be increased from time to time by the bylaws. The name and address of the initial directors are:

**CHARLES B. WILLIAMS
and
K. SHYLON MARTIN
333 West 63rd Street, Ocean
Marathon, FL 33050**

ARTICLE VI - INCORPORATORS.

The name and address of the person(s) signing these Articles is(are):

**CHARLES B. WILLIAMS
and
K. SHYLON MARTIN
333 West 63rd Street, Ocean
Marathon, FL 33050**

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at 333 West 63rd Street, Ocean, Marathon, Monroe County, Florida 33050.

ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have executed these
Articles of Incorporation this 10th day of July, 1996.

Charles B. Williams
CHARLES B. WILLIAMS, Incorporator/ Director
K. Shylon Martin
K. SHYLON MARTIN, Incorporator/ Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

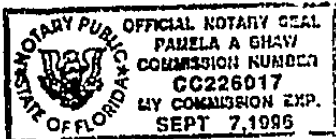
ACKNOWLEDGMENT

The foregoing Instrument was acknowledged before me this 10th day of July 1996,
by CHARLES B. WILLIAMS and K. SHYLON MARTIN, who ^{are} personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal
In the State and County aforesaid this 10th day of July 1996.

Pamela A. Shaw
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: CHAZI, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 333 West 63rd Street, Ocean, Marathon, Florida has named WILLIAM J. HEFFERNAN, JR., Esq., 2975 Overseas Highway, Marathon, Florida 33050 as its agent to accept service of process with Florida.

Charles B. Williams
CHARLES B. WILLIAMS, Incorporator/Director
K. Shylon Martin
K. SHYLON MARTIN, Incorporator/ Director

FILED
JUL 17 PM 12:41
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

William J. Heffernan, Jr.
William J. Heffernan, Jr., Esq., Registered Agent

Dated: 7/15, 1996.