

Patricia V. Cohen & Associates, P. A.

A Law Firm

318 E. Palmetto Park Road

Boca Raton, Florida 33432

(407) 395-3200

(407) 395-1917 Fax

October 14, 1996

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Division of Corporations  
State of Florida  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*122.50 \*\*\*\*122.50

Re: T. Charles Associates, Inc.

Dear Sir or Madam:

Enclosed please find our trust account check in the amount of \$122.50 to cover the fee to obtain certified copies of the Articles of Incorporation and necessary filing fees for T. Charles Associates, Inc. In addition, I have enclosed the papers designating the registered agent.

Sincerely,

PATRICIA V. COHEN & ASSOCIATES, P.A.

*Pat V. Cohen*

Patricia V. Cohen, Esq.

President

PVC/csm

Enclosures

96 OCT 18 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

10/21

ARTICLES OF INCORPORATION  
OF  
T. CHARLES ASSOCIATES, INC.

FILED  
96 OCT 18 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of organizing a corporation under the laws of the State of Florida, hereby adopts the following Articles Of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be T. CHARLES ASSOCIATES, INC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

A. The total authorized capital stock of this corporation is One Hundred Shares (100) of Common Stock, with no par value per share.

B. Every shareholder, upon the sale for cash or other consideration of any new stock of this corporation, whether of the same kind or of another class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV  
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this corporation is 699 S.W. 3rd Street, Boca Raton, FL 33486. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE V  
NUMBER OF DIRECTORS

This corporation shall have not less than one (1) Director.

ARTICLE VI  
FIRST BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors are:

Thomas C. Kriete, President/Treasurer  
Carole L. Kriete, Secretary

ARTICLE VII  
OFFICERS

The names of the officers and their titles are:

ARTICLES VIII  
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX  
INCORPORATOR

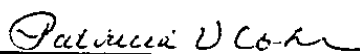
The name and address of the Incorporator of these Articles of Incorporation is:

PATRICIA V. COHEN & ASSOCIATES, P.A.  
318 E. PALMETTO PARK ROAD  
BOCA RATON, FL 33432

ARTICLE X  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 699 S.W. 3rd Street, Boca Raton, FL 33486, and the name of the initial Registered Agent is Thomas C. Kriete.

The undersigned has executed these Articles Of Incorporation this 7th day of Oct., 1996.

  
\_\_\_\_\_  
PATRICIA V. COHEN & ASSOCIATES, P.A.  
Patricia V. Cohen - President  
Incorporator

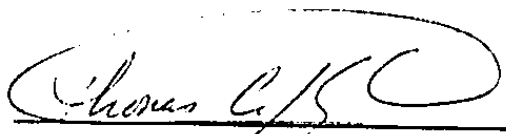
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the laws of the State of Florida, the mentioned corporation submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is T. CHARLES ASSOCIATES, INC.
2. The name and address of the registered agent and office is 699 S.W. 3rd Street, Boca Raton, FL 33486.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-captioned 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 relative to the proper and complete performance of my duties.

  
\_\_\_\_\_

October 7, 1996

96 OCT 18 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**