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January 21, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

300002071479--7
-01/28/97--01174--008
****122.50 ****122.50

Re: Incorporation of Charter Capital Corporation

Ladies/Gentlemen:

Enclosed please find the following for the purpose of incorporation:

1. Original and one copy of the Articles of Incorporation
2. Original and one copy of the Certificate Designating Registered Agent/Registered Office
3. Check/Money Order in the amount of ONE HUNDRED TWENTY TWO DOLLARS AND 50/100 (\$122.50) representing:

\$70.00 - Filing Fee
\$52.50 - Fee for Certified copy of Articles.

Please forward documents to the undersigned in the enclosed pre-addressed, stamped envelope

Thank you for your prompt attention in this regard.

Very truly yours,

GERALD K. BURTON, P.A.

Patricia L. Lohmeyer
Certified Legal Assistant

Enclosures

JAN 30

BBB

FILED
97 JAN 27 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Charter Capital Corporation

FILED
97 JAN 27 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Charter Capital Corporation

The address of the corporation is:

2017 NE. 24th Street
Ft. Lauderdale, Florida 33305

County of Broward

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in or transacting any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent is:

Mark R. Zinn
2017 NE. 24th Street
Ft. Lauderdale, Florida 33305

County of Broward

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name(s) and address(es) of director(s) are as follows:

Mark R. Zinn
2017 NE. 24th Street
Ft. Lauderdale, Florida 33305

ARTICLE VII - INCORPORATORS

The name and address of the undersigned incorporator to these Articles of Incorporation is as follows:

Gerald K. Burton
10 Fairway Drive
Suite 305
Deerfield Beach, FL 33441

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of January, 1992.

Signature of Incorporator

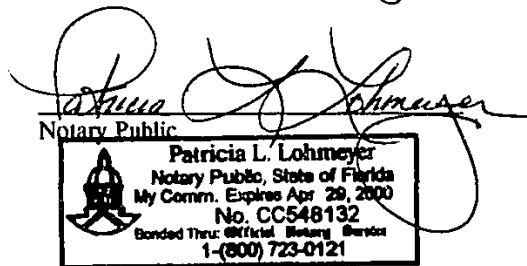


Gerald K. Burton

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

THE FOREGOING instrument was acknowledged and sworn to before me this 20th day January, 1997, by Gerald K. Burton, incorporator of Charter Capital Corporation, who is personally known to me or who has provided the following identification: personally known

My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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:

Charter Capital Corporation

2. The name and address of the registered agent and office is:

Mark R. Zinn
2017 NE. 24th Street
Ft. Lauderdale, Florida 33305

County of Broward

Date

1/20/97

Signature of Incorporator

Gerald K. Burton

FILED
97 JAN 27 AM 11:09
SECRETARY OF STATE
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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent

Date

Jan 20, 1997

Mark R. Zinn