

LAW OFFICES of  
L. VAN STILLMAN

P97000021787

301 Yamato Road  
Suite 1200  
Boca Raton, Florida 33431  
(561) 989-8400

February 27, 1997

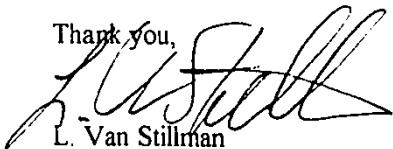
TO: Corporations

RE: CHARTRUESE, INC.

Enclosed is a check for \$122.50 to cover the filing costs for this corporation. Please forward the Certificate of Incorporation and one stamped in copy of the articles to:

L. Van Stillman, ESQ.  
301 Yamato Road  
Suite 1200  
Boca Raton, Florida 33431

Thank you,

  
L. Van Stillman

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-03/03/97--01125--011  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
CLERK OF STATE  
CORPORATIONS  
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3/1/97

EFFECTIVE DATE  
2/25/97  
**ARTICLES OF INCORPORATION  
OF  
CHARTREUSE, INC.**

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FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 MAR -3 11:10:12

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

The name of the corporation is **CHARTREUSE, INC.**

**ARTICLE II**

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

**ARTICLE V**

The principal address of the corporation shall be 301 Yamato Road, Suite 1200, Boca Raton, Florida 33431.

## **ARTICLE VI**

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director, initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

TERRANCE ZIEGLER  
301 Yamato Road, Suite 1200  
Boca Raton, Florida 33431

## **ARTICLE VII**

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

## **ARTICLE VIII**

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

## **ARTICLE IX**

These articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

## **ARTICLE X**

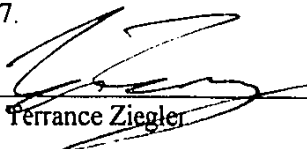
The name and address of the Incorporator to these articles of Incorporation is:

TERRANCE ZIEGLER  
301 Yamato Road, Suite 1200  
Boca Raton, Florida 33431

ARTICLE XI

The street address of the initial registered office of the corporation is 301 Yamato Road, Suite 1200, Boca Raton, Florida, and the name of the initial registered agent of the corporation at that address is Terrance Ziegler.

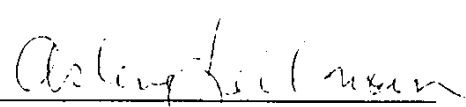
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 25<sup>th</sup> day of February, 1997.

  
Terrance Ziegler

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority an officer duly authorized to administer oaths and take acknowledgements, personally appeared Terrance Ziegler known to me and known by me to be the person who executed the foregoing Articles of Incorporation and the he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 25<sup>th</sup> day of February, 1997, at Boca Raton, Palm Beach County, Florida.

  
Notary Public

MY COMMISSION EXPIRES:



ARLENE LEIBMAN  
My Commission 1004498  
Expires Aug. 20, 1998

**CERTIFICATE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Terrance Ziegler  
Registered Agent

Dated: 2/25/97

FILED  
STATE  
SECRETARY OF CORPORATIONS  
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