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DAVID T. PRICE
ATTORNEY AT LAW
550 S.W. 18TH AVENUE
DEERFIELD BEACH, FLORIDA 33442
TELEPHONE (954) 421-9399

March 4, 1997

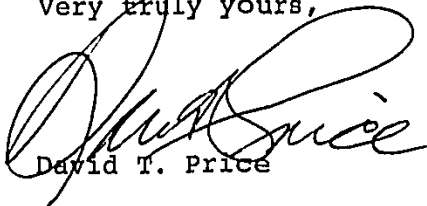
Florida Department of State
Division of Corporations
Tallahassee, Florida

Gentlemen:

Please file the enclosed corporate charter for the
corporation, JOHN CHARLES, INC.

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Very truly yours,


David T. Price

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DIVISION OF STATE
CORPORATIONS
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ARTICLES OF INCORPORATION
OF

JOHN CHARLES, INC.

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SECRETARY OF STATE
CORPORATIONS
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THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of this corporation is _____
JOHN CHARLES, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises as follows:

To engage in all business enterprise which may lawfully be engaged in in the State of Florida or in any jurisdiction in which this corporation may become licensed to do business,

and to conduct and to carry on such general business in connection therewith as may be necessary and convenient or usual and to purchase, hold, sell, convey, lease or otherwise enjoy or dispose of such real estate as may be necessary, usual or convenient to carry out the objects of the corporation as hereinbefore set forth, and to do any and all other things not herein enumerated which may tend to the ends of the purposes herein set forth and which are necessary, convenient or desirable to do for the interest of the corporation.

and licenses, in the State of Florida, and in other States and Countries, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, as required, to purchase the corporate assets of any other corporation and engage in the same or other character of business, to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any stock of, bonds, securities or any other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock, in general, to carry on any other business in connection therewith, whether manufacturing, building or otherwise, not specifically forbidden by the Laws of the State of Florida, and with all the powers conferred upon corporations for profit by the Laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares at ONE DOLLAR (\$1.00) par value, which shares shall be all common stock.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

Director initially. The number of Directors may be increased from time to time as the Stockholders desire in accordance with the By-Laws hereof.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the First Board of Directors of this corporation are as follows:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
John R. Soulliere P.O. Box 1937 Hollywood, FL 33022	Pres./Sec.	Director

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take and the value of the consideration paid therefor are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT PAID</u>
John R. Soulliere P.O. Box 1937 Hollywood, FL 33022	500	\$500

ARTICLE XI: QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3 day of March, 1997.

John R. Soulliere (SEAL)

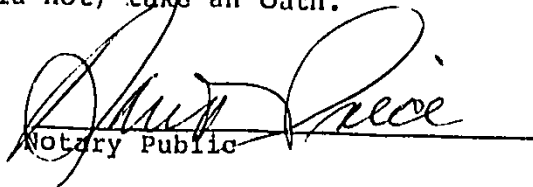
____ (SEAL)

____ (SEAL)

____ (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this
30th day of March, 1997, by John R. Soulliere
_____ of John Charles, Inc.,
a Florida corporation, on behalf of the corporation. He/she
is personally known to me ~~or has produced~~ NA
as identification and did (did not) take an oath.


Notary Public

DAVID T. PRICE
Printed Notary Name



DAVID T PRICE
My Commission CC408590
Expires Oct. 06, 1998

FILED
SECRETARY OF STATE
CORPORATIONS

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That JOHN CHARLES, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Deerfield Beach County of Broward, State of Florida, has named DAVID T. PRICE, ESQ. located at 550 SW 12th Avenue, City of Deerfield Beach, County of Broward, State of Florida, as its Agent to accept service of process within this State.

by John R. Boulliere
Corporate Officer

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office.

by David T. Price
Resident Agent