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MARY RAYMOND
ATTORNEY AT LAW

PHONE: (305) 232-4247
FAX: (305) 232-3417

15321 SOUTH DIXIE HIGHWAY
SUITE 209
MIAMI, FLORIDA 33157

March 11, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 33314

Dear Gentlemen:

Enclosed are two originals of the Articles of Incorporation for this proposed corporation.

Both have been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return it to this office.

I am also enclosing a check in the amount of \$122.50, payable to the Florida Department of State to cover the following:

Filing Fees:	\$35.00
Certified Copy:	\$52.50
Registered Agent Designation:	\$35.00
Total:	\$122.50

Thank you for your assistance in this matter.

Very Truly Yours,

Mary Raymond
MARY RAYMOND, ESQ.

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

CHASTITY OF AMERICA, INC.

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CHASTITY OF AMERICA, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to organize and publicize various promotions for the benefit of charitable organizations, to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or exposition. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE III - POWERS

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stock, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;

2. To sue and to be sued and appear and defend all acts and proceedings in its corporate name to the same extent as a natural person;

3. To adopt and use a common corporate seal and alter the same;

4. To appoint such officers, agents, and employees as its affairs shall require and allow them suitable compensation;

5. To make and enter into all contracts necessary and proper for the conduct of its business;

6. To purchase the corporate assets of any other corporation;

7. To take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock or any bonds or other evidences of indebtedness created by any other corporation of this State or any other State or Government; while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

9. To purchase, hold, sell, and transfer shares of its own capital stock or any of its own capital stock, but it cannot purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by

the corporation shall not be voted directly or indirectly or counted as outstanding stock for the purposes of any stockholders' quorum or vote;

10. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon. Issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments or encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient. To transfer corporate property of every kind and nature belonging to the corporation, as security for the payment of any bonds, notes, debts, or other evidence of indebtedness of the corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be FIVE HUNDRED (500) shares of common stock having a par value of ONE AND NO/100 DOLLAR(S) (\$1.00).

The capital stock may be paid for in property, labor, or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be

corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial street address of the principal office of this corporation shall be 7400 Miami Lakes Drive, Miami, Florida 33014.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, pursuant to the by-laws adopted by stockholders, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL J. FENTON	P.O. Box 4177 Miami, Florida 33014

The names and addresses of the subscribers of these Articles of Incorporation, the number of shares of stock they agree to take, and the value of the consideration therefore are as follows:

<u>NAMES:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>	<u>VALUE:</u>
DANIEL J. FENTON	P.O. Box 4177 Miami, Florida 33014	500	\$500.00

ARTICLE XI - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the existence of the corporation and until their successors are elected or appointed and shall have qualified are as follows:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
DANIEL J. FENTON	PRESIDENT	P.O. Box 4177
	SECRETARY	Miami, Florida 33014
	TREASURER	

ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept service of process within this state shall be MARY RAYMOND at 15321 South Dixie Highway, Suite 209, Miami, Florida 33157.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by SEVENTY FIVE PERCENT (75%) of the voting capital stock, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of March, 1997.



DANIEL J. FENTON

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the 10th day of

March, 1997 by DANIEL J. FENTON who (✓) is personally known to me or ()
has produced _____ as identification, and
who did take oath.

Notary Seal:



YVONNE M. ORTIZ
COMMISSION # CC600695
EXPIRES NOV 11, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Yvonne Ortiz
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Yvonne Ortiz
Print Name

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

Mary Raymond
MARY RAYMOND
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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