

PA 7000025716

CHARLES B. HARRINGTON, P. A.

ATTORNEYS AT LAW FILED

390 N. ORANGE AVENUE
SUITE 800
P. O. BOX 2031
ORLANDO, FLORIDA 32802

97 MAR 17 PM 2:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(407) 488-3881
FACSIMILE
(407) 841-8171

March 13, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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*****122.50 *****122.50

Re: Incorporation of CHARTER.NET.COM, INC.

Dear Sir/Madam:

Pursuant to the incorporation of CHARTER.NET.COM, INC., enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation of CHARTER.NET.COM, INC.;
2. Check in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$35.00
(b) Certified Copy of Articles	\$52.50
(c) Registered Agent Designation	<u>\$35.00</u>

TOTAL \$122.50
3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

Very truly yours,

Cat L. Brower

Cat L. Brower
Legal Assistant

:cb
Enclosures

PA
3/21/97

ARTICLES OF INCORPORATION
OF
CHARTER.NET.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be CHARTER.NET.COM, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 8392 Rambling River Drive, Sanford, Florida 32771.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 8392 Rambling River Drive, Sanford, Florida 32771. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Robert Y. Roth. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Robert Y. Roth

8392 Rambling River Drive
Sanford, Florida 32771

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to

time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Robert Y. Roth	8392 Rambling River Drive Sanford, Florida 32771
Patricia D. Daley	8392 Rambling River Drive Sanford, Florida 32771

ARTICLE IX - INDEMNIFICATION

This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders

made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Sanford, Florida, this 13th day of March, 1997.


ROBERT Y. ROTH

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:


Robert Y. Roth

Date: March 13, 1997

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