

P97 000035445
BRANDON & CO.

A PROFESSIONAL ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS

April 04, 1997

SECRETARY OF STATE
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

5000021 35255 -- 7
-04/07/97--01118--008
****122.50 ****122.50

Re: Charter DataBank International, Inc.

Gentlemen:

W97-8173

Enclosed please find the original and one copy of Articles of Incorporation and Certificate of Resident Agent for the above proposed corporation.

Also find enclosed a check in the amount of \$122.50, made payable to Secretary of State of Florida, to cover the filing fee costs.

Please return the certified copy of the Articles of Incorporation to this office as soon as possible.

Thanking you in advance for your assistance in this matter.

Sincerely,

Charles F. Brandon, CPA

CFB:sb

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 18 PM 1:47

MEMBERS

Florida Institute of Certified Public Accountants • American Institute of Certified Public Accountants • CPA Forum Advisory Board
1881 N.E. 26th STREET • SUITE 203 • FORT LAUDERDALE, FLORIDA 33305 • TELEPHONE (954) 396-9984 • FAX (954) 568-5241

W97-81-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1997

CHARLES F. BRANDON CPA
1881 N.E. 26TH STREET, SUITE 203
FORT LAUDERDALE, FL 33305

SUBJECT: CHARTER DATABANK INTERNATIONAL, INC.
Ref. Number: W97000008173

We have received your document for **CHARTER DATABANK INTERNATIONAL, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms **BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION** must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

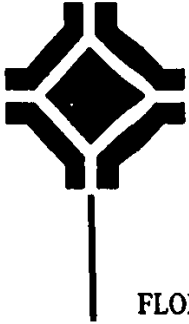
Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 097A00017620



BRANDON & Co.

A PROFESSIONAL ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS

April 17, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

ATTENTION: Vickie Whitfield, Corporate Specialist

Re: Charter DataBank International, Inc.

Dear Ms. Whitfield:

We are resubmitting an original and one copy of Articles of Incorporation and Certificate of Resident Agent for the above proposed corporation. Also enclosed is a copy of a letter received this date from Wm. Douglas Johnson, Assistant Director at the Office of Comptroller, Department of Banking and Finance approving the above name.

Our check in the amount of \$122.50, made payable to Secretary of State of Florida, to cover the filing fee costs, was submitted previously and is being retained by your office.

Please return the certified copy of the Articles of Incorporation to this office as soon as possible.

Thanking you in advance for your assistance in this matter.

Sincerely,

Charles F. Brandon, CPA

CFB:sb

Enclosure

MEMBERS

Florida Institute of Certified Public Accountants • American Institute of Certified Public Accountants • CPA Forum Advisory Board
1881 N.E. 26th STREET • SUITE 203 • FORT LAUDERDALE, FLORIDA 33305 • TELEPHONE (954) 396-9984 • FAX (954) 568-5241



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

April 15, 1997

Mr. Charles F. Brandon, CPA
Resident Agent
Brandon & Co.
1881 NE 26th Street, Suite 203
Fort Lauderdale, FL 33305

Dear Mr. Brandon:

Re: "Charter DataBank International, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 18 PM 1:47

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 18 PM 1:47

ARTICLES OF INCORPORATION

- OF -

Charter DataBank International, Inc.

We, the undersigned, acting as Incorporators for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, liability, rights and privileges and immunities of a corporation for profit.

Article I

The name of the corporation shall be **Charter DataBank International, Inc.**

Article II

The principal office of this corporation shall be situated at 361 NW Aurora, Port St. Lucie, FL 34983. Said corporation shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

Article III

The street address of this corporation's initial registered office will be 1881 NE 26th Street, Suite, #203, Fort Lauderdale, FL 33305, and the name of its initial registered agent will be **CHARLES F. BRANDON** at such address.

Article IV

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any of all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

Article V

The total authorized capital stock of this corporation shall be \$10,000, divided into a maximum of 10,000 shares, which shall be of common stock of par value of \$1.00 each, fully paid and non-assessable.

All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders, or the corporation, within six months thereafter they shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell to anyone else, according to the same terms as filed with the corporation.

Article VI

The amount of capital with which the corporation shall commence business shall not be less than \$500.00

Article VII

This corporation shall have perpetual existence, unless sooner dissolved according to law.

Article VIII

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as shall be appointed in accordance with the By-Laws of this corporation.

Article IX

The names and addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
GORDON STONEHOUSE	361 NW Aurora Port St. Lucie, FL 34983
PAUL CHAMBERLAIN	361 NW Aurora Port St. Lucie, FL 34983

Article X

The following shall hold office named until their successors shall
be regularly elected and shall be qualified:


NAME	ADDRESS
GORDON STONEHOUSE President	361 NW Aurora Port St. Lucie, FL 34983
PAUL CHAMBERLAIN Secretary/Treasurer	361 NW Aurora Port St. Lucie, FL 34983

Article XI

The names and addresses of the Incorporators signing these
Articles of Incorporation are:

NAME	ADDRESS
GORDON STONEHOUSE	361 NW Aurora Port St. Lucie, FL 34983
PAUL CHAMBERLAIN	361 NW Aurora Port St. Lucie, FL 34983

IN WITNESS WHEREOF, the undersigned Incorporators have
executed these Articles of Incorporation at Fort Lauderdale, Broward County,
this 4th day of April, 1997.



GORDON STONEHOUSE
Incorporator

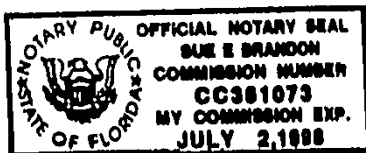

PAUL CHAMBERLAIN
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared
GORDON STONEHOUSE AND PAUL CHAMBERLAIN to me well known and
known to be the persons who executed the foregoing Articles of
Incorporation, and they acknowledged to and before me that they executed
such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 4th day of April, 1997.


Sue E. Brandon
Notary Public, State of Florida



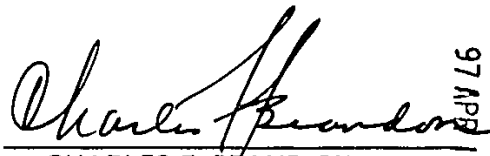
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

Charter DataBank International, 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 Port St. Lucie, County of St. Lucie, State of Florida, has named **CHARLES F. BRANDON**, located at 1881 NE 26th Street, Suite #203, Fort Lauderdale, FL 33305, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



CHARLES F. BRANDON
Resident Agent

97 APR 8 PM 1:48
FILED
SECRETARY OF STATE
OFFICE OF INCORPORATION