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KEVIN C. SHIRLEY
ATTORNEY AT LAW

BARNETT BANK BUILDING
SUITE 304
126 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950
(941) 639-5746

May 27, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

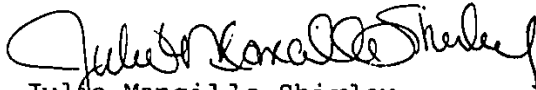
Re: Charlotte, Inc.
Filing of Corporation

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Charlotte, Inc., to be filed and a check in the amount of \$122.50 for filing fees.

Should you have any questions regarding the enclosed, please contact the office.

Very truly yours,



Julie Mancilla-Shirley
Secretary to Kevin C. Shirley

/jm

Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

CHARLOTTE, INC.

ARTICLE I. NAME

The name of this corporation is Charlotte, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence unless sooner dissolved as be directed by law.

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in all lawful business under the Florida General Corporation Act.

In connection with said business, this corporation shall have the following powers, which shall not be deemed to exclude those other corporation powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own capital stock owned by the corporation shall not be voted

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directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which stock shall be designated as "Common shares".

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 126 E. Olympia Avenue, Suite 304, Punta Gorda, FL 33950. The initial registered agent at that address is Kevin C. Shirley. The principle place of business for the corporation is 2130 Carnac Street, Port Charlotte, FL 33952. The mailing address for the corporation is 2130 Carnac Street, Port Charlotte, FL 33952.

ARTICLE VII. INITIAL OFFICERS

The initial officers of this corporation and their addresses are as set forth below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Kenneth Scott Winchell	President	14406 Lillian Circle Port Charlotte, FL 33952
Nicholas L. Cahoo	Vice President	2130 Carnac Street Port Charlotte, FL 33952
Kenneth Scott Winchell	Secretary	14406 Lillian Circle Port Charlotte, FL 33

Nicholas L. Cahoo Treasurer 2130 Carnac Street
Port Charlotte, FL 33952

ARTICLE VIII. INITIAL DIRECTORS.

This corporation shall have two (2) directors initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than two (2). The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth Scott Winchell	14406 Lillian Circle Port Charlotte, FL 33952
Nicholas L. Cahoo	2130 Carnac Street Port Charlotte, FL 33952

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth Scott Winchell	14406 Lillian Circle Port Charlotte, FL 33952
Nicholas L. Cahoo	2130 Carnac Street Port Charlotte, FL 33952

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth next to their name:

Kenneth Scott Winchell	50%
Nicholas L. Cahoo	50%

Shares held by the initial shareholders above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in written agreement among all of the shareholders and this corporation.

ARTICLE XII. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED

A shareholders meeting may be called by any shareholder upon thirty (30) days written notice thereof actually delivered upon all other shareholders.

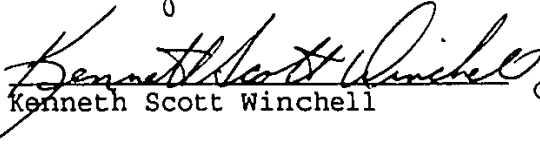
ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

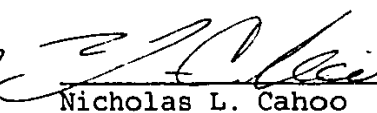
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 20th day of
May 1997.



Kenneth Scott Winchell

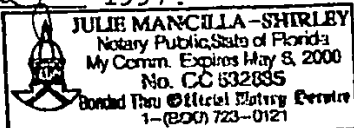

Nicholas L. Cahoo

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared
Kenneth Scott Winchell who produced Personally Known as
identification or is known by me to be the person described in
and who executed the foregoing Articles of Incorporation, and did
so for the purposes therein expressed.

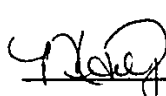
 WITNESS my hand and seal this 20th day of
May 1997.

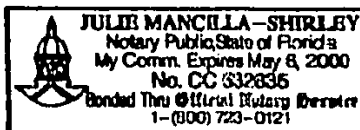


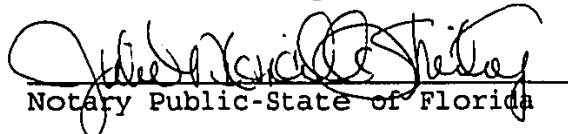

Notary Public-State of Florida

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared
Nicholas L. Cahoo who produced Personally Known as
identification or is known by me to be the person described in
and who executed the foregoing Articles of Incorporation, and did
so for the purposes therein expressed.

 WITNESS my hand and seal this 20th day of
May 1997.

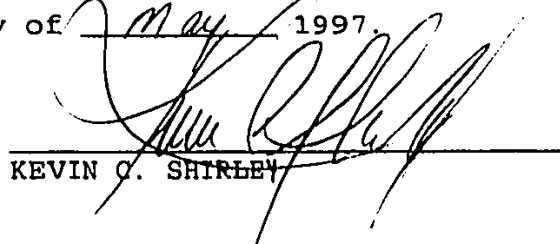



Notary Public-State of Florida

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

I, Kevin C. Shirley, the undersigned hereby accept
designation as registered agent of Charlotte, Inc.

Dated this 22 day of May 1997.


KEVIN C. SHIRLEY