

797000090209

SILVERIO & HALL

ATTORNEYS AT LAW

SUITE 2450 COURTHOUSE TOWER

44 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

TELEPHONE (305) 371-2755

TELECOPIER (305) 372-2744

MARK V. SILVERIO
CYNTHIA BYRNE HALL
PHILIP MUGAVERO

NAPLES OFFICE
400 FIFTH AVENUE SOUTH
SUITE 204
NAPLES, FLORIDA 34102
TELEPHONE (941) 849-1001
TELECOPIER (941) 849-1972
MIAMI DIRECT (941) 597-1885

PLEASE REPLY TO:

October 17, 1997

Miami

300002324243--8
-10/20/97--01099-005
***122.50 ***122.50

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Checkpoint Charlie's, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy

\$122.50

Thank you for your assistance in this matter.

Very truly yours,

Mark V. Silverio

MVS:dm
Enclosures

FILED
97 OCT 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Hodeau OCT 21 1997

**ARTICLES OF INCORPORATION
OF
CHECKPOINT CHARLIE'S, INC.**

FILED
97 OCT 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this corporation is Checkpoint Charlie's, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 481 17th Avenue South, Naples, Florida.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mark V. Silverio, Suite 2450, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Mark V. Silverio, Esq., Silverio & Hall, Suite 2450 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

President/Director: Hans-Juergen Schache, 481 17th Avenue South,
Naples, Florida

Vice President/Secretary/Director: Susanne Schache, 481 17th
Avenue South, Naples, Florida

Treasurer/Director: Susanne Schache, 481 17th Avenue South,
Naples, Florida

The undersigned has executed these Articles of Incorporation this
17th day of October, 1997.



MARK A. SILVERIO, Incorporator

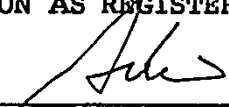
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Checkpoint Charlie's, Inc.
2. The name and address of the registered agent and office is:

Mark V. Silverio
Suite 2450
44 West Flagler Street
Miami, Florida 33130

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



MARK V. SILVERIO

Date: October 17, 1997

FILED
97 OCT 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA