



THE UNITED STATES
CORPORATION
COMPANY

P97000094896

ACCOUNT NO. : 072100000032

REFERENCE : 590003 4240629

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 122.50

ORDER DATE : November 5, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 590003-005

CUSTOMER NO: 4340629

500002338815--5

CUSTOMER: Barnett Robinson, Jr., Esq
BARNETT ROBINSON JR., ESQ

Suite 319-atrium
2255 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: CHARLTON INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

FILED
97 NOV -5 PM 12:13
RECEIVED
97 NOV -5 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

NOV - 5 1997

ARTICLES OF INCORPORATION

OF

CHARLTON INVESTMENTS, INC.

FILED
97 NOV -5 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being desirous of forming a corporation under the laws of the State of Florida, declare:

ARTICLE I

The name of this Corporation shall be

CHARLTON INVESTMENTS, INC.

ARTICLE II

The principal office of the corporation is presently unknown; the mailing address of the corporation is: c/o Barnett Robinson, Jr., P.A., 2255 Glades Road, Suite 319 Atrium, Boca Raton, Florida 33431.

ARTICLE III

The general purpose or purposes for which the corporation is initially organized are as follows:

a. To acquire by purchase, lease, gift, devise or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise deal in, and dispose of real estate, real and personal property, businesses and business operations and any interest or right therein, whether as principal, agent, broker, partner, joint venturer or otherwise.

b. To conduct business and operations, and to have one

or more offices, and to hold, buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire, to dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in this State and in any other of the several states, territories, possessions and dependencies of the United States, District of Columbia, and any and all foreign countries.

c. To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind and nature for exportation from and importation into the United States, and to and from all countries foreign thereto, and for exportation from and importation into any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

d. To manage or administer as agent the business or property of any corporation, firm or person carrying on any authorized business, and to sell or dispose of, receive and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm or person.

e. To apply for, purchase and otherwise acquire and protect, prolong and renew in the United States of America or elsewhere, any patents, patent rights, trademarks, copyrights, licenses, protections, concessions and the like, conferring any

exclusive or non-exclusive or limited right to use any invention, process or privilege which may seem capable of being used for any purpose of the corporation or the acquisition of which may seem calculated directly or indirectly to benefit the corporation, and to apply for and obtain the registration of the United States of America and elsewhere of trade names and trademarks, and to use, develop, manufacture under or grant licenses to privileges in respect to all of the foregoing, or otherwise turn to account the property, rights and privileges, so acquired, and to carry on any business in any way connected therewith, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the corporation may acquire or propose to acquire.

f. To borrow money and to issue bonds, debentures, notes or other obligations of the corporation from time to time, and to secure the same by mortgage, lien, pledge, deed of trust or otherwise, to enter into payment, performance, fidelity bonds and surety undertakings of every nature and kind, and whether as principal, agent, surety, indemnitor, guarantor, indemnitee, guarantee or otherwise, as may be necessary for the purposes of the corporation's business.

g. To do all such things as may be deemed incidental or conducive to the attainment of the above purposes or any of them; to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon corporations; and to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

h. The foregoing clauses shall be construed as purposes, object and powers, and it is hereby expressly provided that the enumeration herein of special purposes, powers and objects shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize or permit the corporation to do any act which a corporation under the laws of the State of Florida may not at any time lawfully do.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be Six Thousand (6,000), all of which shall have a par value of One Dollar (\$1.00), and which shares shall be designated "Common Shares."

ARTICLE V

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State.

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Barnett Robinson, Jr., P.A.
2255 Glades Road
Suite 319 Atrium
Boca Raton, Florida 33431

ARTICLE VIII

The name and address of each incorporator and subscriber hereto is as follows:

<u>Name</u>	<u>Address</u>
Barnett Robinson, Jr.	2255 Glades Road, Suite 319A Boca Raton, FL 33431

ARTICLE IX

Where not inconsistent with law, or these Articles, the By-Laws of the corporation may contain any provision for the regulation and management of the affairs of the corporation

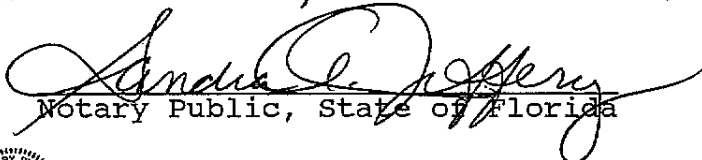
including, but not limited to, restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholder and/or director meetings.

IN WITNESS WHEREOF, I have executed and acknowledged these Articles this 3rd day of November 1997.


INCORPORATOR

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 3rd day of November 1997, before me personally came BARNETT ROBINSON, JR., to me known and known to me to be the person described in and who made and subscribed the foregoing Articles of Incorporation, and who acknowledged to me that he signed the same as his own free act and deed, (who is personally known).


Notary Public, State of Florida

My Commission Expires: _____



Sandra A. Jeffery
MY COMMISSION # CC583742 EXPIRES
September 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

HAVING BEEN DESIGNATED AS REGISTERED AGENT FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I/WE HEREBY AGREE TO ACT IN SUCH CAPACITY AND STATE THAT I/WE AM/ARE FAMILIAR WITH AND AGREE TO ACCEPT THE OBLIGATIONS OF THAT POSITION.

BARNETT ROBINSON, JR., P.A.

By: 

President