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FILED

98 FEB 18 AM 9:17

CHARMARTY MARKETING, INC.
6119 WESTGATE DRIVE, SUITE 1302
ORLANDO, FLORIDA 32835

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 13, 1998

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

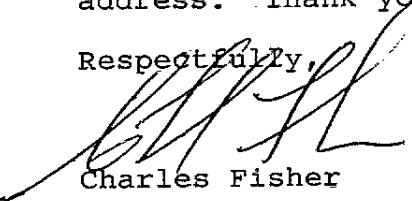
RE: INCORPORATION OF CHARMARTY MARKETING, INC.

Dear Sir/Madam:

Enclosed are One original and one copy of the articles of incorporation for Charmarty Marketing. The fees for incorporating in the amount of \$122.50 in the form of a money order, made payable to the Department of State are also enclosed.

If you have any questions or need to call please use my toll free number 1-888-358-9188 or write me at the above address. Thank you for your prompt attention to this matter.

Respectfully,


Charles Fisher

CF:nf
encls.

P Hall

FEB 19 1998

ARTICLES OF INCORPORATION
OF
CHARMARTY MARKETING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person acting as Incorporator for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the Corporation shall be Charmarty Marketing, Inc.

ARTICLE TWO DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE THREE PURPOSE

The purpose for which the Corporation is organized is to engage in and transact any and all lawful business for which corporations may be permitted under the laws of the State of Florida and in all other States and Countries.

ARTICLE FOUR CAPITAL STOCK

The maximum number of shares of authorized capital stock of this Corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Only one hundred (100) shares of common stock shall be issued at this time and the remaining Seven Thousand Four Hundred (7,400) shall be held in the Corporation.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the pre-emptive right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. There shall be only one class of stock.

The capital stock shall be paid in cash or in property, at just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the Organizational Meeting.

ARTICLE FIVE INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than One Hundred Dollars (\$100.00).

ARTICLE SIX

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the initial registered office of the Corporation is: 6119 Westgate Drive, Suite 1302, Orlando, FL 32835

and the name of the initial registered agent at that address is:
Charles Fisher

ARTICLE SEVEN

OFFICERS AND DIRECTORS

The Board of Directors of the Corporation shall have (1) One director initially. The number of directors shall be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

Nancy Fisher -Director
6119 Westgate Dr. #1302
Orlando, FL 32835

Charles Fisher = President
6119 Westgate Dr., #1302
Orlando, FL 32835

ARTICLE EIGHT

INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Charles Fisher
6119 Westgate Dr. # 1302
Orlando, FL 32835

IN WITNESS WHEREOF, I HAVE SUBSCRIBED MY NAME this 14 day of Feb, A.D. 1998.

STATE OF FLORIDA)
COUNTY OF Orange)
Orceida

SWORN TO and subscribed before me this 14 day of Feb, A.D. 1998.

Commission Expiration Stamp

Sonia Noya de Davila
Notary Public
State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
SONIA NOYA DE DAVILA
COMMISSION # CC882533
EXPIRES 10/28/2001
BONDED THRU ASA 1-883-NOTARY1

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

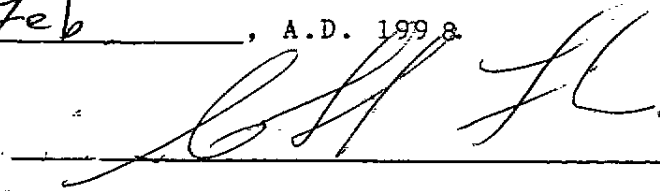
Persuant to Chapter 48.091, Section 607.034(3), Florida Statutes, the following is submitted in compliance with said Act:

THAT CHARMARTY MARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 6119 Westgate Dr. #1302, Orlando, FL in the County of Orange, State of Florida, HAS NAMED Charles Fisher as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at a 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, and the proper and complete performance of my duties.

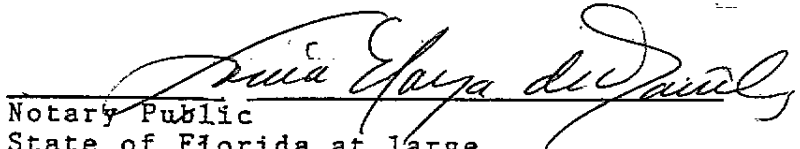
DATED THIS 14 day of Feb, A.D. 1998


Registered Agent Charles Fisher

STATE OF FLORIDA)
COUNTY OF Orange)
advised

SWORN TO and subscribed before me this 14 day of Feb,
1998

Commission Expiration Stamp


Notary Public
State of Florida at large

NOTARY PUBLIC - STATE OF FLORIDA
SONIA NOYA DE DAVILA
COMMISSION # CC992536
EXPIRES 10/28/2001
BONDED THRU ASA 1-888-NOTARY1