

BURDICK P.A.
ATTORNEYS AT LAW

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Ms. Sandra M. Mortham
Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

March 3, 1998

P980000023972

Re: Charter Dreams of Florida, Inc.

100002450771-6
-03/09/98-01089-006
***122.50 ***122.50

Dear Ms. Mortham:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

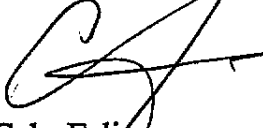
Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned using the envelope enclosed.

Your prompt attention to this matter would be appreciated.

Cely F. GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRIN. ADDRESS
DATE 3-13-98
DOC. EXAM QAN

Very truly yours,


Cely Felix
Legal Assistant for:
BURDICK, P.A.

FILED
98 MAR -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/cf
Encl.

QAN 3-13-98

**ARTICLES OF INCORPORATION for
CHARTER DREAMS OF FLORIDA, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Charter Dreams of Florida, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Geoffrey Burdick
1110 North Olive Avenue
West Palm Beach, FL 33401

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street address is:

Christopher Johnson
8001 Buccaneer Drive *
Fort Myers Beach, FL 33931

* THIS IS ALSO THE ADDRESS
OF THE CORPORATION.

Barbara Johnson
8001 Buccaneer Drive
Fort Myers Beach, FL 33931

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.


The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Geoffrey Burdick
1110 North Olive Avenue
West Palm Beach, FL 33401

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on March 3, 1998.



Geoffrey Burdick

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the article five, 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.



Geoffrey Burdick

3/3/98 date

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98 MAR -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA