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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD

ATTORNEYS AND COUNSELORS AT LAW

500 FLEMING STREET

POST OFFICE BOX 1900

KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.

WILLIAM B. SPOTTSWOOD

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1975)

May 11, 1998

TELEPHONE

305 - 294 - 9556

TELECOPIER

305 - 292 - 1982

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

800002525428--7
-05/15/98--01061--014
****122.50 ****122.50

RE: Make It Happen Charters, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above-referenced for filing with your office. I have also enclosed a check in the amount of \$122.50 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thank you for your assistance in this matter.

Sincerely,

JOHN M. SPOTTSWOOD, JR.

JMS/jo

Enclosures

APPROVED
AND
FILED
98 MAY 15 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 19 1998

APPROVED
AND
FILED

98 MAY 15 AM 11:19

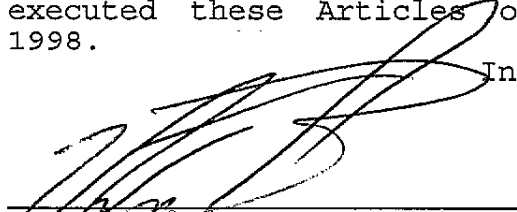
ARTICLES OF INCORPORATION

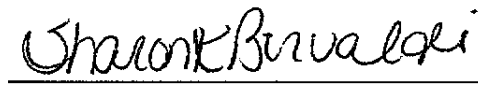
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: The name of this corporation is: Make It Happen Chartered, Inc.
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: Frank Vincent Bervaldi, Jr., 3352 Pearl Avenue, Key West, FL 33040.
- FIFTH: The name and address of the initial directors are Frank Vincent Bervaldi, Jr. and Sharon K. Bervaldi, whose address is 3352 Pearl Avenue, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The names and addresses of the incorporators of this corporation are Frank Vincent Bervaldi, Jr. and Sharon K. Bervaldi, whose address is 3352 Pearl Avenue, Key West, FL 33040.
- SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The address of the corporation is 3352 Pearl Avenue, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of May, 1998.

Incorporators:

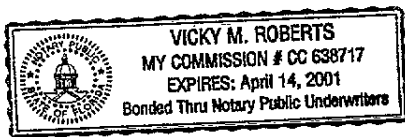

FRANK VINCENT BERVALDI, JR.


SHARON K. BERVALDI

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 11
day of May, 1998, by FRANK VINCENT BERALDI, JR., who is personally
known to me or who has produced FL. Drivers License
as identification.



Vicky M. Roberts
NOTARY PUBLIC

VICKY M. ROBERTS

Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent
contained in the foregoing Articles of Incorporation.

[Signature]
FRANK VINCENT BERALDI, JR.

APPROVED
AND
FILED

98 MAY 15 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA