

P980000071534

TRANSMITTAL LETTER

August 11, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002614472--3
-08/13/98--01013--008
***122.50 ***122.50

SUBJECT: Charlie's Law, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee & Certificate

\$122.50
Filing Fee & Certified Copy

\$131.25
Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark W. Brandt, Frazer Hubbard Brandt & Trask
Name (Printed or Typed)

595 Main Street
Address

Dunedin, FL 34698
City, State & Zip

813 733-0494
Daytime Telephone Number

FILED
98 AUG 13 11:33
STATE OF FLORIDA
TALLAHASSEE

AUG 17 1998

NOTE: Please provide the original and one copy of the articles

7

[Handwritten signature]

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **Charlie's Law, Inc.**, and its street address is 2451 McMullen Booth Road, Suite 230, Clearwater, Florida 33759. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is for the promotion of ideas and philosophy of positivism and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - DIRECTORS

The corporation shall have five directors initially. The number of directors may be increased from time to time according to Bylaws adopted by the stockholders.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any

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Hubbard
& Brandt
Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2451 McMullen Booth Road, Suite 230, Clearwater, Florida 33759, and the name of the registered agent of this corporation at that address is Charles H. Ware.

ARTICLE VIII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

Charles H. Ware 2451 McMullen Booth Road
Clearwater, FL 33759

Sharon Mayes 2353 Shade Tree Lane
Clearwater, FL 33759

ARTICLE IX - BYLAWS

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 a majority of the stock entitled to vote thereon.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XVI - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida Business Corporation Act.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7 day of August, 1998.

Charles H. Ware
CHARLES H. WARE

Sharon V. Mayes
SHARON MAYES

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7 day of August, 1998, by CHARLES H. WARE, who is personally known to me or who () has produced Driver's License or _____ as identification.

Mark W. Brandt
Notary Public

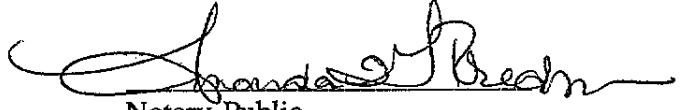
My Commission Expires:

OFFICIAL NOTARY SEAL
MARK W BRANDT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC711891
MY COMMISSION EXP. FEB. 24, 2002

STATE OF FLORIDA
COUNTY OF PINELLAS

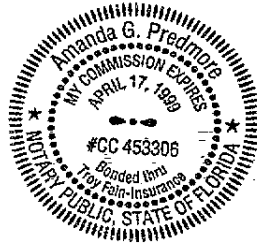
**Frazer
Hubbard
& Brandt
& Trask**
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

The foregoing instrument was acknowledged before me this 7th day of August, 1998, by SHARON MAYES, who () is personally known to me or who () has produced Driver's License or FDL M20079852723 identification.



Notary Public

My Commission Expires:



**Frazer
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CERTIFICATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **CHARLIE'S LAW, INC.** desiring to organize or qualify
under the laws of the State of Florida, with the principal place of business at 2451 McMullen
Booth Road, Suite 230 in the City of Clearwater, Florida 33759, has named **Charles H.
Ware** as its resident agent to accept service of process within Florida.

Signature: *Charles H. Ware*
Title: *President*
Date: *8-7-98*

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at
the place designated in the certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

Signature: *Charles H. Ware*
Date: *8-7-98*

98 AUG 13 11:33
RECEIVED
STATE
TREASURER
FLORIDA

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& Brandt
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