



THE UNITED STATES
CORPORATION
COMPANY

798000074986

ACCOUNT NO. : 072100000032

REFERENCE : 942575 87623A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

ORDER DATE : August 27, 1998

ORDER TIME : 11:57 AM

ORDER NO. : 942575-005

400002626804--1

CUSTOMER NO: 87623A

CUSTOMER: Terence P. McCarthy, Esq
MCCARTHY SUMMERS BOBKO MCKEY
WOOD & SAWYER, P.A.
Suite 2-a
2081 E. Ocean Boulevard
Stuart, FL 34996

DOMESTIC FILING

NAME: CHARACTERS, 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: Tamara Odom

EXAMINER'S INITIALS: _____

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8-27-98

ARTICLES OF INCORPORATION

OF

CHARACTERS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: Characters, Inc.

The address of the principal office of this corporation shall be: 900 N. Federal Highway, Stuart, Florida 34994, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 2081 E. Ocean Boulevard, Stuart, Florida 34996, and the name of the initial registered agent of the corporation at that address is Terence P. McCarthy.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Elaine Kerr, 900 N. Federal Highway, Stuart, Florida 34994.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the day and year when these Articles are subscribed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of August, 1998.

Elaine Kerr
ELAINE KERR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

TERENCE P. MCCARTHY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Terence P. McCarthy
TERENCE P. MCCARTHY

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