

P9900000721

17090 Collins Avenue
Unit B-510
Miami Beach, Florida 33160

December 28, 1998

Florida Department of State
Division of Corporation
attn: **New Filing Section**
Post Office Box 6327
Tallahassee, Florida 32314

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-01/04/99--01034--019
*****70.00 *****70.00

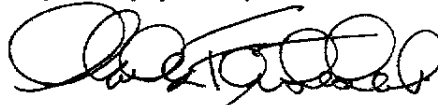
Re: **Charlance, Inc.**

Dear Sir/Madame:

Enclosed please find and original and one copy of the Articles of Incorporation for the above-captioned together with my check in the amount of \$70.00 representing the filing fee.

Please clock-in the copy and return to me in the self-addressed, postage paid envelope provided for your convenience.

Very truly yours,



CHARLES FENSTERSHEIB

CF:sh
Enclosures

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ARTICLES OF INCORPORATION
OF
CHARLANCE, INC.

ARTICLE I - NAME

The name of this corporation **CHARLANCE, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any of all lawful business for which corporations may incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to Issue 1000 shares of no par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 17090 Collins Avenue, B-510, Miami Beach, Florida 33160, and

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the name of the initial registered agent of this corporation at that address is CHARLES FENSTERSHEIB.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

CHARLES FENSTERSHEIB
17090 Collins Avenue, B-510
Miami Beach, Florida 33160

BARBARA C. GLUCK
20505 East Country Club Drive, No. 1834
Aventura, Florida 33180

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: **CHARLES FENSTERSHEIB**, 17090 Collins Avenue, B-510, Miami Beach, Florida 33160.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment

hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

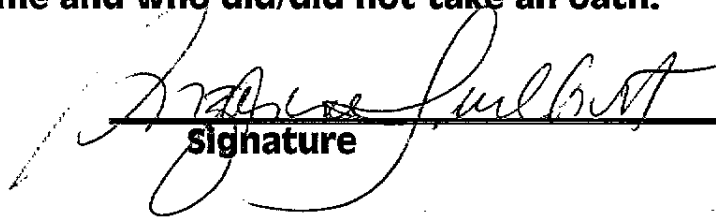
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this **28th** day of December, 1998.



CHARLES FENSTERSHIEB, Incorporator

STATE OF FLORIDA)
)§:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29 day of December, 1998, by **CHARLES FENSTERSHIEB**, who is/is not personally known to me and who did/did not take an oath.

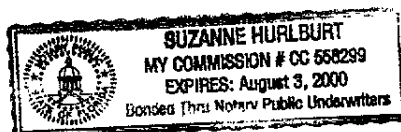


Signature

Printed Name

Rank or Title

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITH IN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **CHARLANCE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17090 Collins Avenue, B-510, Miami Beach, Florida 33160, has named **CHARLES FENSTERSHEIB**, as its agent to accept service of process within Florida.

Dated: Dec. 28, 1998



CHARLES FENSTERSHEIB, Incorporator

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated in this 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 performance of my duties.



CHARLES FENSTERSHEIB
Registered Agent

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