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June 2, 1999

VIA FEDERAL EXPRESS (800-342-8086)

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
Room 2002
Tallahassee, Florida 32399

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-06/03/99--01054--009
*****78.75 *****78.75

Re: George Charles, Inc.
Jones, Foster - Acct. No. 4806726

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of George Charles, Inc., a proposed Florida corporation.

Please file the original on June 3, 1999 and return the copy certified.

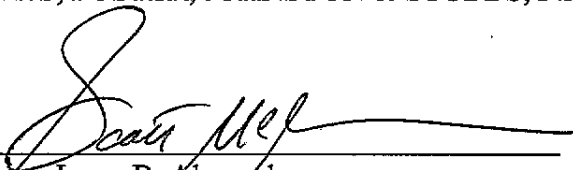
Please Federal Express the certified copy back to me. A Federal Express envelope is enclosed for your convenience.

Please note that Article XI of the Articles of Incorporation provides that this corporation shall commence its corporate existence upon the date of execution of the Articles.

A check in the amount of \$78.75 payable to the Secretary of State is enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy, and the \$35.00 Registered Agent fee for the above-referenced corporation.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
Larry B. Alexander

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Enclosures

99 JUN -3 PM 12:03
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GEORGE CHARLES, INC.

FILED
99 JUN -3 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be George Charles, Inc.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 1609 Boca Raton Boulevard, Boca Raton, Florida 33429.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Scott L. McMullen, located at the Registered Office of the corporation at 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have 2 Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

Steven Brunk
1609 Boca Raton Boulevard
Boca Raton, Florida 33429

William Charles McGuire
1609 Boca Raton Boulevard
Boca Raton, Florida 33429

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Steven Brunk, President/Secretary/Treasurer
1609 Boca Raton Boulevard
Boca Raton, Florida 33429

William Charles McGuire, Vice President
1609 Boca Raton Boulevard
Boca Raton, Florida 33429

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Scott L. McMullen
505 S. Flagler Drive, Suite 1100
West Palm Beach, Florida 33401

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by

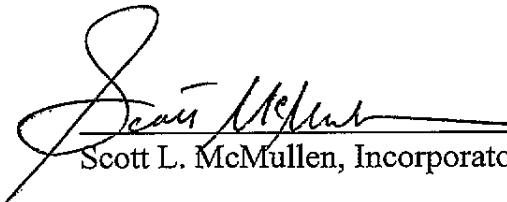
law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of June, 1999.



Scott L. McMullen, Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That George Charles, Inc., desiring to organize under the laws of the State of
Florida, has named Scott L. McMullen, located at the Registered Office of the corporation
at 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent
to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
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 and
complete performance of my duties.



Scott L. McMullen, Registered Agent

99 JUN -3 PM 12:03
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA