

TRANSMITTAL LETTER

P99000065918

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

800002934548--7
-07/19/99-01054-020
*****78.75 *****78.75

SUBJECT: CHARTER MAX INC
(Proposed corporate name - must include suffix)

FILED
99 JUL 19 PM 1:11
TALLAHASSEE, FLORIDA

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: MATHEW TALENIK
Name (Printed or typed)

3012 E Commercial Blvd
Address

FT. Lauderdale FL 33308
City, State & Zip

954 - 383 - 4025
Daytime Telephone number

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

D. BROWN JUL 26 1999

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ARTICLES OF INCORPORATION

OF

CHARTER MAX, INC.

FILED
99 JUL 19 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract, hereby forms a corporation
under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHARTER MAX, INC.

The principal place of business of this corporation shall be
3012 EAST COMMERCIAL BLVD, FT. LAUDERDALE, FL 33308.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 1,500 shares of common
stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the

corporation shall be 3012 E. COMMERCIAL BLVD, FT LAUDERDALE, FL 33308,

and the name of the initial registered agent of the corporation at

that address is MATTHEW TALCHIK.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 already holds, shall have the right to purchase his pro rata share thereof at the price which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file a Subchapter S corporation.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have ONE officer and ONE director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

MATTHEW TALCHIK
Dir/Pres./Secy/Treasurer
3012 EAST COMMERCIAL BOULEVARD
FT LAUDERDALE, FL 33308

ARTICLE IX. SUBSCRIBERS

The name and street addresses of the subscriber to these Articles

of Incorporation is:

MATTHEW TALCHIK
3012 EAST COMMERCIAL BOULEVARD
FT LAUDERDALE, FL 33308

IN WITNESS WHEREOF, the undersigned has hereto set his hand and

seal on this 15 day of July, 1999.

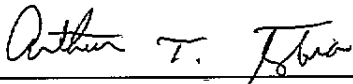


STATE OF FLORIDA

COUNTY OF BROWARD

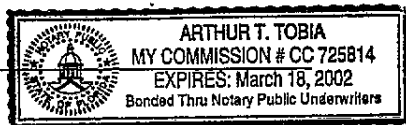
The foregoing instrument was acknowledged before me this

15 day of JULY, 1999, by ARTHUR T. TOBIA



Notary Public, State of FLORIDA at Large

My Commission Expires:



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:


FIRST-- THAT CHARTER MAX, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FT. LAUDERDALE.

STATE OF FLORIDA, HAS NAMED MATTHEW TALCHIK

LOCATED AT 3012 EAST COMMERCIAL BOULEVARD.


CITY OF FT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

TITLE PRESIDENT

DATE 7/15/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

SIGNATURE 

DATE 7/15/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA