

Friday, September 10, 1999

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

CHARISMA VENTURES, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

CHARISMA VENTURES, INC.

The undersigned, for the purpose of forming a corporation under the provisions of the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is CHARISMA VENTURES, INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value, Common Stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 West Camino Real, Suite "N", Boca Raton, Florida 33432, and the name of the initial Registered Agent of this Corporation at that address is MARC H. HOFFMAN, P.A. a Florida corporation.

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ARTICLE VI. PRINCIPAL OFFICE

The mailing address of this Corporation shall be: 431 Coconut Palm Road, Boca Raton, Florida 33432.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be increased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation is SCOTT McQUEEN, 431 Coconut Palm Road, Boca Raton, Florida 33432.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the incorporator of this Corporation is: SCOTT McQUEEN, 431 Coconut Palm Road, Boca Raton, Florida 33432.

ARTICLE IX. COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall be deemed to commence its existence upon the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE X. PREEMPTIVE RIGHTS

The Shareholders shall have preemptive rights in any transfer of any stock of this Corporation, subject to any statutory limitations on issuance and transfer of ownership.

ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. AMENDMENT

This Corporation reserves the right to amend or repeal any

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provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9 day of September, 1999, at Boca Raton, Palm Beach County, Florida.

Dated: September 9, 1999


SCOTT McQUEEN
Incorporator

ACCEPTANCE BY REGISTERED AGENT

In accordance with Chapters 48 and 607 of the Florida Statutes, the undersigned hereby accepts the appointment as Registered Agent of CHARISMA VENTURES, INC., which is contained in the foregoing Articles of Incorporation for said Corporation. The undersigned is familiar with, and accepts, the obligations of this position.

Dated this 9th day of September, 1999.

MARC H. HOFFMAN, P.A.

By: 

MARC H. HOFFMAN, President

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