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ROBERT S. SARAGA
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ALSO ADMITTED IN WASH. D.C.

February 6, 2001

Via Federal Express

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 FEB -8 AM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: CHAPEL WEST, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-referenced Corporation. Also enclosed is our check in the amount of \$78.75 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Very truly yours,



PAUL A. BALDOVIN, JR.

PAB/cal

Enclosures

cc: Timothy I. Moffett

10-8-8
Dm

**ARTICLES OF INCORPORATION
OF
CHAPEL WEST, INC.**

FILED
01 FEB -8 AM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Not For Profit Corporation

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to Chapter 617 of the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation not for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

**ARTICLE I
Name**

The name of the Corporation is **CHAPEL WEST, INC.** (the "Corporation").

**ARTICLE II
Address**

The street address and mailing address of this Corporation's principal office is as follows:

Street Address:

15977 Pines Blvd.
Pembroke Pines, FL 33027

Mailing Address:

P.O. Box 260907
Pembroke Pines, FL 33026

**ARTICLE III
Purposes**

The Corporation is organized as a not for profit corporation exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) ("Code").

**ARTICLE IV
Election of Directors**

The method of electing directors shall be included in the ByLaws of the Corporation.

**ARTICLE V
Membership**

There will be no membership in the corporation.

ARTICLE VI
Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE VII
Initial Registered Office and Agent

Paul A. Baldovin, Jr., Esquire
Baldovin, Saraga & Lipshy, P.A.
201 N.E. First Avenue
Delray Beach, Florida 33444

ARTICLE VIII
Negation of Pecuniary Gain

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article II.

ARTICLE IX
Prohibition of Certain Activities

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Code or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Code.

ARTICLE X
Dissolution

Upon the dissolution of this Corporation and in accordance with Florida law, the Board of Directors shall transfer, after paying or making provisions for the payment of all of the liabilities of this Corporation, the remaining assets to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors may determine, provided that any such organization is and shall have been for sixty (60) calendar months prior to any such distribution, described in Section 170(b)(1)(A) of the Code (other than in

clauses (vii) and (viii) of such Section). Any such assets not so disposed of shall be disposed of by the Circuit Court of Broward County exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
Incorporator

The name and address of the Incorporator of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul A. Baldovin, Jr.	201 NE First Avenue Delray Beach, Florida 33444

IN WITNESS WHEREOF, I have hereunto set my hand this 6 day of February, 2001.

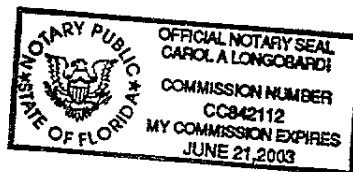
INCORPORATOR

Paul A. Baldovin, Jr.
Paul A. Baldovin, Jr.

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6 day of February, 2001 by Paul A. Baldovin, Jr. who is personally known to me or who has produced N/A as identification.

Carol A. Longobardi
Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is CHAPEL WEST, INC.
2. The name and address of the registered agent and office is:

Paul A. Baldovin, Jr., Esquire
Baldovin, Saraga & Lipshy, P.A.
201 N.E. First Avenue
Delray Beach, Florida 33444

FILED
FEB 8 8 AM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

BALDOVIN, SARAGA & LIPSHY, P.A.



Paul A. Baldovin, Jr., Esquire

Dated: February 6, 2001