

F98000006722

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: First Chesapeake Acquisition Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

300002708849-12
-12/10/98--01055--004
***131.25 ***87.50

Lindia Brown, Legal Assistant

(Name of Person)

Hirschler, Fleischer, Weinberg, Cox & Allen

(Firm/Company)

P. O. Box 500

(Address)

Richmond, VA 23218-0500

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Lindia Brown

(Name of Person)

at (804) 771-5604

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

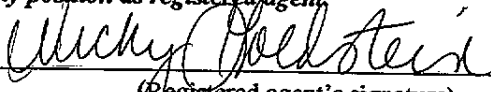
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. First Chesapeake Acquisition Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. November 20, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o First Chesapeake Financial Corp.
12 E. Oregon Avenue
Philadelphia, PA 19148
(Current mailing address)
8. See Addendum
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: _____
Office Address: C T Corporation System
1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)
VICKI A. GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark Mendelson

1201 Meadow Bank

Address: Villanova, PA 18085

Director: Richard N. Chakejian, Jr.

2137 ArtSchool Road

Address: Chester Springs, PA 19425

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Lester W. Salzman

Address: 2551 Jardin

Weston Hills, FL 33327

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lester W. Salzman, President

(Typed or printed name and capacity of person signing application)

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**ADDENDUM
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

8. The purpose of the Corporation is to transact any and all lawful business not required to be specifically stated in these Articles of Incorporation. The Corporation shall have all powers not prohibited by law or required to be stated in the Articles of Incorporation.

12. A. DIRECTORS

Director: Mark E. Glatz
Address: 7010 Redcoat Drive
Flourtown, PA 19031

Director: Lester W. Salzman
Address: 2551 Jardin
Weston Hills, FL 33327

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Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond,

November 20, 1998

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This is to Certify that the certificate of incorporation of

FIRST CHESAPEAKE ACQUISITION CORPORATION

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

November 20, 1998



State Corporation Commission

Joel H. Beck

Clerk of the Commission