

P01000118273

Ronald N. Choler
5971 Pelham Drive
Port Orange, FL 32127

December 10, 2001

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: The Choler Group, Inc.

Dear Sir/Madam:

Enclosed please find my articles of incorporation for The Choler Group, Inc., together with my check in the amount of \$70.00 covering the filing fee for same.

Please return the notification of incorporation to me at P.O. Box 290834, Port Orange, FL 32129.

Thank you for your attention to this matter.

Very truly yours,

Ronald N. Choler
Ronald N. Choler

5971 Pelham Drive
Port Orange, FL 32127

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*****70.00 *****70.00

FILED
01 DEC 13 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN DEC 14 2001

**ARTICLES OF INCORPORATION
OF
THE CHOLER GROUP, INC.**

FILED
01 DEC 13 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of THE CHOLER GROUP, INC.,

ARTICLE I

(NAME)

The name of the corporation is THE CHOLER GROUP, INC.

ARTICLE II

(DURATION)

The period of its duration is perpetual.

ARTICLE III

(PURPOSE)

The purpose of this corporation is to engage in activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

(CAPITAL STOCK)

The corporation is authorized to issue five hundred (500) shares of common stock at \$1.00 per share.

ARTICLE V

(INITIAL REGISTERED OFFICE AND AGENT)

The name and address of the initial registered agent and office of this corporation is as follows:

REGISTERED AGENT:

Ronald N. Choler
5971 Pelham Drive
Port Orange, FL 32127

The mailing address of the corporation is: P.O. Box 290834
Port Orange, FL 32129.

ARTICLE VI

(INITIAL BOARD OF DIRECTORS)

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by laws of the corporation in the manner provided by law.

The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

Ronald N. Choler

5971 Pelham Drive
Port Orange, FL 32127

Marion E. Campbell

5971 Pelham Drive
Port Orange, FL 32127

ARTICLE VII

(INCORPORATORS)

The names and addresses of the Incorporators signing these Articles of Incorporation are:

NAME

ADDRESS

Ronald N. Choler

5971 Pelham Drive
Port Orange, FL 32127

Marion E. Campbell

5971 Pelham Drive
Port Orange, FL 32127

ARTICLE VIII

(AMENDMENT OF ARTICLES)

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

ARTICLE IX

(ASSIGNMENT OF STOCK)

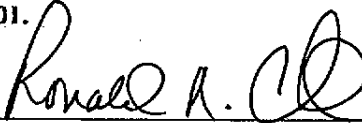
No shareholder of this corporation may assign or sell shares in contravention of any provision in the by laws or shareholders' agreement of the corporation.

ARTICLE X

(INDEMNIFICATION)

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the by laws of this corporation and pursuant to Section 607.014, Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 5th of December, 2001.



RONALD N. CHOLER, Incorporator

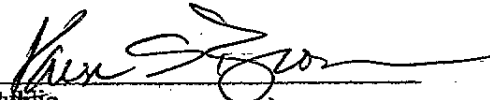


MARION E. CAMPBELL, Incorporator

STATE OF FLORIDA
COUNTY OF YOLUSIA

The foregoing instrument was acknowledged before me this 5th of DECEMBER, 2001, by RONALD N. CHOLER, who is personally known to me and who acknowledged before

me that he executed such instrument.

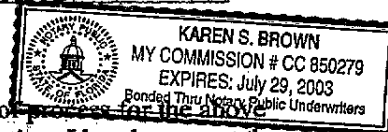

Notary Public
Name: Karen S. Brown
My Commission Expires:



STATE OF FLORIDA
COUNTY OF Volusia

The foregoing instrument was acknowledged before me this 5th of DECEMBER 2001, by MARION E. CAMPBELL, who is personally known to me and who acknowledged before me that she executed such instrument.


Notary Public
Name: Karen S. Brown
My Commission Expires:



Having been named as Registered Agent and to accept service of process for the above stated corporation as the place designated in these Articles of Incorporation, 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 obligation of my position as Registered Agent.


RONALD N. CHOLER
Registered Agent

12/05/01
Date

FILED
01 DEC 13 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA