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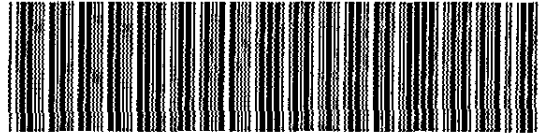
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**FISHER, EHRHART, McCRIGHT & TURNER**

ATTORNEYS AT LAW

425 SECOND STREET S.E., SUITE 1010

CEDAR RAPIDS, IOWA 52401

(319) 366-7795

FAX (319) 366-4551

AN ASSOCIATION OF SOLE PRACTITIONERS

FRED C. FISHER, 1877 - 1954  
FRED C. FISHER, JR., 1909 - 2000  
JOHN H. EHRHART  
JON M. McCRIGHT  
MITCHELL E. TURNER  
GUY P. BOOTH  
E. DANIEL O'BRIEN

OTHER OFFICES:  
MAIN STREET

111 PEARL STREET  
SHELLSBURG, IA 52332

April 25, 2003

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

Re: Chaplin Consulting Group, Inc.

Ladies and Gentlemen:

Enclosed herewith please find the Articles of Incorporation for the above-referenced entity for filing. I also enclose a check in the amount of \$70 for the filing fees. Please return the file stamped copy to me in the envelope that I am providing.

If there is anything further that you need please feel free to contact me.

Sincerely,



Jon M. McCright  
JMM/rm  
enclosures

**Articles Of Incorporation**  
**of**  
**Chaplin Consulting Group, Inc.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

**Article I**  
**Name**

The name of the Corporation is Chaplin Consulting Group, Inc..

**Article II**  
**Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III**  
**Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 100,000 shares of no par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

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3. Liquidation. Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section D. No Public Offering of Stock. The Corporation shall make no public offering of any of its stock of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

Section E. Right to Redeem Stock. Without regard to any other power to purchase shares of the Corporation as permitted by law, the Corporation by action of the Board of Directors may purchase outstanding shares in an amount not to exceed its capital and paid-in surplus.

Section F. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section G. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **Article IV** **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 5701 Bent Grass Drive, #101, Sarasota, Florida 34243, and the name of its initial Registered Agent at such address is Roberta M. Chaplin.

#### **Article V** **Principal Office**

The address of the principal office of the Corporation is 5701 Bent Grass Drive #101, Sarasota, Florida 34243.

**Article VI**  
**Incorporator**

The name and address of the Incorporator is:

Roberta M. Chaplin  
5701 Bent Grass Drive #101  
Sarasota, Florida 34235

**Article VII**  
**Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

**Article VIII**  
**Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least two Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**Article IX**  
**Non-Liability Of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

**Article X**  
**Indemnification Of Directors**

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XI**  
**Indemnification Of Officer-Directors**

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements

arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

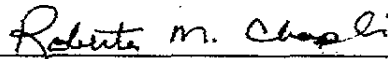
**Article XII**  
**Amendment Of Articles Of Incorporation**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

**Article XIII**  
**Approval Of Compensation**

No salary or other compensation shall be paid to any Director of the Corporation for services rendered as such Director unless and until the same shall have been approved in writing or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 80% of the then-outstanding voting shares of the Corporation.

Dated April 21, 2003.



\_\_\_\_\_  
Roberta M. Chaplin  
Incorporator

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA  
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April 21, 2003

(Signature of Registered Agent)

(Date)

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TALLAHASSEE, FLORIDA  
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