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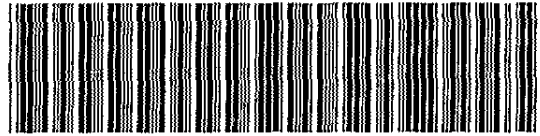
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
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Office - date
11/24/03
[Signature]

KENT HUFFMAN
ATTORNEY AT LAW
350 ROYAL PALM WAY SUITE 409
PALM BEACH, FLORIDA 33480

TELEPHONE (561) 833-5833
TELECOPIER (561) 835-0855

October 20, 2003

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

Re: CHESNEY REAL ESTATE, INC.
Our File Number: 5446

Dear Madam or Sir:

Accompanying this letter you will find an original of the ARTICLES OF INCORPORATION and REGISTERED AGENT DESIGNATION for the above referenced entity, and a check in the amount of \$78.75, to cover your fee for filing the ARTICLES OF INCORPORATION and REGISTERED AGENT DESIGNATION, and furnishing a CERTIFICATE OF INCORPORATION.

Kindly direct the return file stamped copies of the documents to the undersigned at the above address.

Thank you.

Sincerely,



Kent Huffman

KH/mac



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 12, 2003

KENT HUFFMAN, ATTORNEY AT LAW
350 ROYAL PALM WAY
SUITE 409
PALM BEACH, FL 33480

SUBJECT: CHESNEY REAL ESTATE, INC.
Ref. Number: W03000033414

We have received your document for CHESNEY REAL ESTATE, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 803A00061415

PLEASE SEE
REVISION ARTICLE II.
THANK YOU

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
CHESNEY REAL ESTATE, INC.

The undersigned incorporator, 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 shall be: CHESNEY REAL ESTATE, INC.

ARTICLE II - DURATION

The term for which the corporation shall exist shall be perpetual, and its existence shall begin on the date of the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address for the corporation shall be: c/o Kent Huffman, Esquire, 350 Royal Palm Way, Suite 409, Palm Beach, Florida, 33480.

ARTICLE V - SHARES

The corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value, non-assessable stock.

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TALLAHASSEE, FLORIDA

ARTICLE VI- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Kent Huffman, Esquire, 350 Royal Palm Way, Suite 409, Palm Beach, Florida, 33480.

ARTICLE VII - AMENDMENTS

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

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: John G. Chesney, Jr., c/o Kent Huffman, Esquire, 350 Royal Palm Way, Suite 409, Palm Beach, Florida, 33480.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director. The number of Directors may be either increased or diminished from time to time, but may never be less than one (1). The name and address of the initial Director is: John G. Chesney, Jr., c/o Kent Huffman, Esquire, 350 Royal Palm Way, Suite 409, Palm Beach, Florida, 33480.

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XI - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

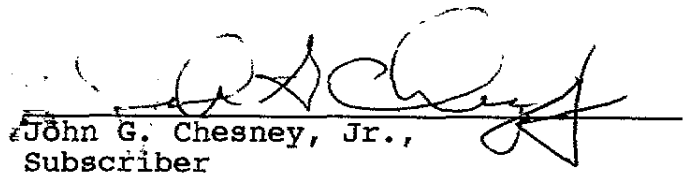
ARTICLE XII - SHAREHOLDER'S MEETING

Except as may be provided otherwise in the Bylaws, any meeting of the Shareholders may be held within or outside the State of Florida, and any Shareholder may waive notice of any meeting, whether before, during or after the meeting.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, on October 20, 2003.


John G. Chesney, Jr.,
Subscriber

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating a registered office/registered agent, in the State of Florida.

1. The name of the corporation shall be: CHESNEY REAL ESTATE, INC.

2. The name and address of the registered agent and office is: Kent Huffman, Esquire, 350 Royal Palm Way, Suite 409, Palm Beach, Florida, 33480.

Having been named as registered agent and to accept service of process for the above referenced corporation at the place designated in this certificate, I hereby accept the appointment as registered agent, and agree to act in such capacity. I further agree to comply with all the provisions of the 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.

REGISTERED AGENT:


Kent Huffman, Esquire

October 20, 2003

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