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(Requestor's Name)

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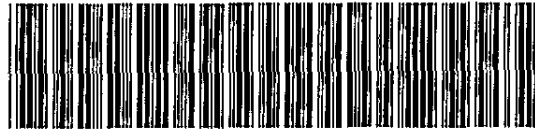
(Business Entity Name)

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**CHIARA  
CORPORATION**  
*Clarifying Technology for Business*

Chiara Corporation  
8815 Conroy Windermere Road  
#320  
Orlando, FL 32835

July 12, 2004

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

Dear Sir or Madam:

This letter is to request the processing of the attached Articles of Incorporation and Certificate of Domestication for Chiara Corporation.

We respectfully request that these documents be processed on an expedited basis in order that we may secure group health insurance for our employees in Florida.

We would also like to call to your attention that, as stated in the Articles of Incorporation, the company that is being domesticated (Chiara Corporation) is the same entity that is already authorized to do business in Florida as a foreign corporation. The Federal EIN number for this entity is 52-2314436.

Thank you very much for your prompt attention to this matter.

Sincerely,

Douglass D'Argenio  
President, Chiara Corporation

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DIVISION OF CORPORATIONS  
JUL 29 2004

**CERTIFICATE OF DOMESTICATION  
OF  
CHIARA CORPORATION**

The undersigned, Douglass A. D'Argenio, President of Chiara Corporation (the "Corporation"), a foreign corporation authorized to do business in Florida, in accordance with Section 607.1801, Florida Statutes, hereby files this Certificate of Domestication and certifies:

1. Date of Incorporation. The date on which the Corporation was first formed was: **May 1, 2001.**

2. Jurisdiction of Incorporation. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was: **Virginia.**

3. Old Name. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was: **Chiara Corporation.**


4. New Name. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Section 607.0202 and 607.0401, Florida Statutes, with this Certificate of Domestication is: **Chiara Corporation.**

5. Principal Place of Business. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately prior to the filing of this Certificate of Domestication was: **Maryland.**

6. Articles of Incorporation. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 607.1801, Florida Statutes.

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I am President of Chiara Corporation and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 1st day of July, 2004.



CHIARA CORPORATION  
By: Douglass A. D'Argenio, President

**ARTICLES OF INCORPORATION  
OF  
CHIARA CORPORATION**

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The undersigned Incorporator, in accordance with Chapter 607, Florida Statutes, hereby files these Articles of Incorporation and states:

1. Name. The name of the corporation shall be: **Chiara Corporation** (the "Corporation"). Prior to the domestication of the Corporation in Florida, the Corporation was a foreign (Virginia) corporation authorized to do business in Florida under the same name. Because the Corporation has now been domesticated in Florida, it no longer need be registered as a foreign corporation authorized to do business in Florida.

2. Principal Office. The principal place of business and mailing address of the Corporation is: **441 Sandy Key, Melbourne Beach, Florida 32951**.

3. Purpose. The purpose for which the Corporation is organized is: to transact any lawful business not required to be specifically stated in these Articles of Incorporation for which a corporation may be incorporated under Chapter 607, Florida Statutes.

4. Shares. The aggregate number of shares of stock that the Corporation is authorized to issue is **Five Thousand (5,000)** which shall consist of one class only, known as common stock, with no par value, which shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

5. Directors. The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
<b>Douglass A. D'Argenio</b>	<b>12644 S Lake Sawyer Lane Windermere, Florida 34786</b>

**James Gillespie**

**441 Sandy Key  
Melbourne Beach, Florida 32951**

6. Registered Agent. The name and Florida street address of the Registered Agent of the Corporation are: **Douglass A. D'Argenio, 441 Sandy Key, Melbourne Beach, Florida 32951.**

7. Incorporator. The name and address of the Incorporator are: **Douglass A. D'Argenio, 441 Sandy Key, Melbourne Beach, Florida 32951.**

8. Indemnification. Under and in accordance with the provisions of Section 607.0850, Florida Statutes, and in addition to any indemnification rights authorized or permitted by law:

(a) The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

WITNESS the signatures of the Incorporator and the Registered Agent.

**INCORPORATOR:**

  
Douglass A. D'Argenio

1 July 2004  
Date

**REGISTERED AGENT:**

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
Douglass A. D'Argenio

1 July 2004  
Date

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