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FLORIDA PROFTT CORPORATION OR P.A.

Churchill Enterprises Inc.

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 9, 2004

HODGSON RUSS LLP

SUBJECT: CHURCHILL ENTERPRISES OF FLORIDA INC.
REF: W04000044919

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L04000085293.

An effective date may be added to the Articles of Incorporation if a 2005 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.

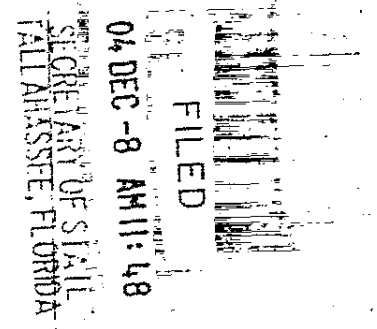
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Tim Burch
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ARTICLES OF INCORPORATION
OF
CHURCHILL ENTERPRISES I INC.



ARTICLE 1

NAME

The name of this Corporation is CHURCHILL ENTERPRISES I INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be 3591 Waterchase Way East, Jacksonville, Florida 32224.

ARTICLE 3

MAILING ADDRESS

The initial mailing address of this Corporation shall be 3591 Waterchase Way East, Jacksonville, Florida 32224.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE 5

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is Five Thousand (5,000) Common shares, having a par value of \$1.00 per share, which Common shares, as a class, shall have unlimited voting rights and the holder(s) of such Common shares are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1801 N. Military Trail, Suite 200, Boca Raton, FL 33431, and the name of the initial registered agent of this Corporation at that office is HRAWG Corp.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator are Chantel M. Burns, One M&T Plaza, Suite 2000, Buffalo, New York 14203-2391.

The undersigned has executed these Articles of Incorporation this 7th day of December, 2004.



Chantel M. Burns, Incorporator

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CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
CHURCHILL ENTERPRISES I INC.

Having been appointed as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and hereby agrees to act in this capacity. Further, the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of all duties and the undersigned is familiar with and accepts the obligations of such position.

HRAWG CORP.

By: 

Paul E. Roman, Vice President

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