1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0139 FAX

800-342-8086

P96000012855

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 841646 1156710

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : February 9, 1996

ORDER TIME : 11:15 AM

ORDER NO. : 841646

CUSTOMER NO: 1156710

CUSTOMER: Mary Lynn Desjarlais, Esq
MARY LYNN DESJARLAIS, P.A.

8075 South Beneva Road

Sarasota, FL 34238

800001711858
-02/09/96--01035--001
****122.50 ****122.50

DOMESTIC FILING

NAME: CHELTEC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: ____

RECEIVED
96 FEB -9 PM 2:13
DIVISION OF CORPORATION

FILED
96 FEB -9 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 12 1996

FILED
96 FEB -9 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHELTEC, INC.

The undersigned, acting as incorporator, of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. - NAME

The name of this corporation shall be **CHELTEC, INC.**

ARTICLE II. - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1450 Tallevast Road, Sarasota, Florida 34243.

ARTICLE III. - NATURE OF BUSINESS

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

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, having a nominal or par value of $1.00 per share.

ARTICLE V. - TERM AND COMMENCEMENT OF EXISTENCE

This corporation is to exist perpetually. The date of commencement of corporate existence is the date of filing the Articles of Incorporation.

ARTICLE VI. - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are as follows:

Name	Address:
DENISE A. DeLANCY	1450 Tallevast Road Sarasota, FL 34243

ARTICLE VII.
INCORPORATOR, REGISTERED OFFICE, REGISTERED AGENT AND ACCEPTANCE

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

Registered Agent:	Registered Office:
DENISE A. DeLANCY	1450 Tallevast Road Sarasota, FL 34243

Incorporator:

MARY LYNN DESJARLAIS, Esquire	8075 So. Beneva Road, Suite 5 Sarasota, Florida 34238

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

DENISE A. DeLANCY

ARTICLE VIII. - TRANSFERABILITY OF SHARES

Any and all of the shareholders of this corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX - PRE-EMPTIVE

Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.

IN WITNESS WHEREOF, the above named incorporator to these Articles of Incorporation set her hand and seal this 8th day of January, 1996.

Mary Lynn Desjarlais, Esquire

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARY LYNN DESJARLAIS, ESQUIRE, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and acknowledged to me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 8th day of January, 1996.

MARY BUCHAN
State of Florida
My Comm. Exp. Nov. 9, 1997
Comm. # CC 330400

Mary Buchan
Notary Public, State of Florida
MARY BUCHAN

PERSONALLY KNOWN ✓ [OR] ID PRODUCED________
TYPE OF ID PRODUCED________

P96000012855

LAW OFFICES

BECKER & POLIAKOFF, P.A.

630 South Orange Avenue, 3rd Floor
Sarasota, Florida 34236

Phone: (941) 366-8826 Fax: (941) 952-1481
FL Toll Free: (800) 282-8613
Internet: http://www.becker-poliakoff.com

Florida Offices

Administrative Office:
3111 Stirling Road
Ft. Lauderdale, FL 33312
FL Toll Free: (800) 432-7712

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Reply To:
Sarasota

February 11, 1997

100002086641---3
-02/13/97--01030--011
*****35.00 *****35.00

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

Re: Cheltec, Inc.

Dear Sirs:

Please file the enclosed Articles of Amendment regarding the above referenced corporation. Our check for $35.00 is enclosed to cover the filing fees.

Thank you for your assistance.

Sincerely,

Stephanie Robinson
Legal Assistant

/sr
encl.

FILED
97 FEB 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 2/18

Amend

BECKER & POLIAKOFF, P.A.

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF

CHELTEC, INC.

The undersigned being the sole Director of CHELTEC, INC., a Florida corporation, hereby certifies that the following Amendment to the Articles of Incorporation was duly adopted by the undersigned as sole director and shareholder on the 24 day of Jan., 1997.

AMENDMENT

ARTICLE IV - CAPITAL STOCK is hereby amended as follows:

The value of the stock shall have a nominal or par value of $.01 per share.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 24 day of Jan., 1997.

By ______________________
Denise A. DeLancy
President

FILED
97 FEB 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA