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Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

RE: CHESAPEAKE ATLANTIC HOLDINGS, INC.
220 E Madison St, Ste 1200
Tampa, Fl. 33602

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-12/17/96--01021--006
*****70.00 *****70.00

Gentlemen:

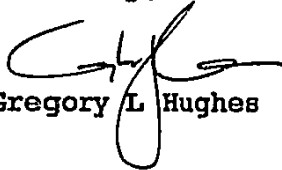
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

PROFIT CORPORATION	
Filing Fees	\$35.00
Registered	\$35.00
Agent Designation	<u>\$70.00</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,


Gregory L. Hughes

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96 DEC 16 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF
CHESAPEAKE ATLANTIC HOLDINGS, INC.

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be: Chesapeake Atlantic Holdings, Inc., 220 E. Madison St., Ste 1200, Tampa Fl. 33602

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawfull business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and

assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships,

or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute S607.014;

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an ammendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be: J Scott Taylor
120 Hyde Park Place
Tampa, Fl. 33602

ARTICLE SIX

The initial Board of Directors shall consist of a total of 2 person(s), and the name and address of the person(s) to serve as initial director(s) are:

Pres: Gregory L Hughes
2109 Bayshore Blvd #PH2
Tampa, Fl. 33606

The name and address of the incorporator executing these Articles of Incorporation is: Gregory L Hughes
2109 Bayshore Blvd #PH2
Tampa, Fl. 33606

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 11 day of December, 1996.

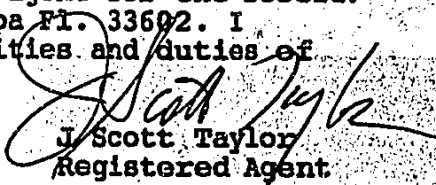


Gregory L. Hughes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT
TO THE ARTICLES OF INCORPORATION
CHESAPEAKE ATLANTIC HOLDINGS, INC.

I, J Scott Taylor, am the registered agent for the record.
I reside at 120 Hyde Park Place W Tampa Fl. 33602. I
understand and accept the responsibilities and duties of
Registered Agent.


J Scott Taylor
Registered Agent

State of Florida
County of Hillsborough

The foregoing instrument was acknowledged before me this
11th day of Dec. 1996.

By 

Notary Public, State of Florida.
My Commission Expires:

