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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CHESAPEAKE COMMERCIAL SERVICES CORP.

AUDIT NUMBER.....H97000014300

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
CHESAPEAKE COMMERCIAL SERVICES CORP.

ARTICLE 1. CORPORATE NAME.

The name of this corporation is CHESAPEAKE COMMERCIAL SERVICES CORP.

ARTICLE 2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 9100 South Dadeland Boulevard, PH-1, Suite 1701, Miami, FL 33156.

ARTICLE 3. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 \$ 1.00 par value common shares.

ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent and the address of the initial registered office is: Ira B. Price, Esq., 9100 South Dadeland Boulevard, PH-1, Suite 1701, Miami, FL 33156.

ARTICLE 5. DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is:

Ira B. Price, 9100 South Dadeland Boulevard, PH-1, Suite 1701, Miami, FL 33156.

Ira B. Price, P.A.  
Florida Bar No. 216879  
9100 S. Dadeland Blvd., PH-1, #1701  
Miami, FL 33156  
Phone: 305-670-3030

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#### ARTICLE 6. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is:

Ira B. Price, 9100 South Dadeland Boulevard, PH-1, Suite 1701, Miami, FL 33156.

#### ARTICLE 7. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is, or was, a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 28<sup>TH</sup> day of August, 1997.

  
\_\_\_\_\_  
IRA B. PRICE

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### ACCEPTANCE OF REGISTERED AGENT

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

August 28, 1997

  
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IRA B. PRICE

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