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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: CHEVAL ASSETS GROUP, INC.

AUDIT NUMBER.....H97000017926

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
CHEVAL ASSETS GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is CHEVAL ASSETS GROUP, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

The corporation is formed for the following purposes:

- (a) To engage in the specific business of marketing real estate.
- (b) To carry on any other lawful activity permitted by The Florida General Corporation Act.

Article IV

Capital Stock

This corporation is authorized to issue 100 shares, consisting of one class only, designated as "Common Stock", no par value. Each issued and outstanding share shall be entitled to one vote.

PETER W. METTLER, ESQ.
140 ROYAL PALM WAY
SUITE 202
PALM BEACH, FL 33480
561/832-7600
FLA. BAR NO. 163862

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Article V

Initial Registered Office and Agent

The street address and the initial principal office of this corporation is 1800 Second Street, Suite 903, Sarasota, FL 34236. The initial registered agent shall be Thomas Brown, 1800 Second Street, Suite 903, Sarasota, FL 34236.

Article VI

Initial Board of Directors and Officers

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial officer and director of this corporation is:

Initial Officers and Directors

Thomas Brown
1800 Second Street
Suite 903
Sarasota, FL 34236

President/Vice President/
Secretary/Treasurer/Director

Article VII

Incorporator

The name and address of the person signing these Articles is:

Thomas Brown
1800 Second Street, Suite 903
Sarasota, FL 34236

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Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of October, 1997.

Thomas Brown
Thomas Brown

STATE OF FLORIDA

COUNTY OF PALM BEACH

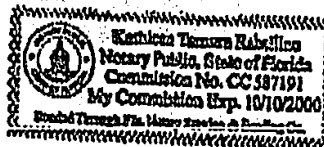
BEFORE ME, the undersigned authority, personally appeared THOMAS BROWN, known to me and known by me to be the person described in and who subscribed to the above Articles of Incorporation and he acknowledged before me that he executed the same Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county set forth above, this 18th day of October, 1997.

(SEAL)

Kathleen Thomas Rabellino
NOTARY PUBLIC

MY COMMISSION EXPIRES:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **CHEVAL ASSETS GROUP, INC.**
2. The name and address of the registered agent and office is:

Thomas Brown, 1800 Second Street, Suite 903, Sarasota, FL 34236

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

SIGNATURE

B

DATE

October 7, 1997

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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