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WILLIAM CHAPMAN, INC.

3455 HARBOR ROAD N.  
TEQUESTA, FL 33469

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-03/04/98--01104--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FEBRUARY 17, 1998

Secretary of State  
Capitol Building  
Tallahassee, Florida  
32304

Attention: Corporation Division

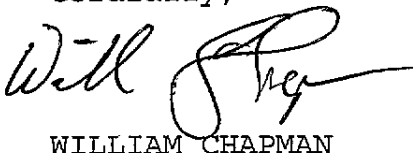
RE: WILLIAM CHAPMAN, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,

  
WILLIAM CHAPMAN

m 3/5/98

CERTIFICATE OF INCORPORATION

-OF-

WILLIAM CHAPMAN, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is WILLIAM CHAPMAN, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 3455 HARBOR ROAD N., TEQUESTA, FL 33469 and the street address of the initial registered office of the corporation is 3455 HARBOR ROAD N., TEQUESTA, FL 33469 and the name of the initial registered agent is WILLIAM CHAPMAN.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

NAME  
WILLIAM CHAPMAN

ADDRESS  
3455 HARBOR ROAD N.  
TEQUESTA, FL 33469

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME  
WILLIAM CHAPMAN

ADDRESS  
3455 HARBOR ROAD N.  
TEQUESTA, FL 33469

IN WITNESS WHEREOF, the undersigned have subscribed their names this 19<sup>th</sup> day of Feb 1998.

  
WILLIAM CHAPMAN

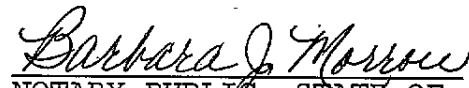
STATE OF FLORIDA )

:SS

COUNTY OF PALM BEACH )

On this 19th day of February 1998, before me, the undersigned officer, personally appeared as WILLIAM CHAPMAN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE



BARBARA J MORROW  
My Commission CC374978  
Expires Jun. 05, 1998

STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

WILLIAM CHAPMAN, INC

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:


WILLIAM CHAPMAN, INC., a corporation organized under the laws of the state of Florida, with its principal office at 3455 HARBOR ROAD N., TEQUESTA, FL 33469 has named WILLIAM CHAPMAN at 3455 HARBOR ROAD N., TEQUESTA, FL 33469, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
WILLIAM CHAPMAN	President/Dir	3455 HARBOR ROAD N. TEQUESTA, FL 33469

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 2/19/98

  
WILLIAM CHAPMAN  
Resident Agent