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NAME: CHESAPEAKE CAPITAL GROUP, INC.  
AUDIT NUMBER.....H98000005493  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 23, 1998

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SUBJECT: CHESAPEAKE CAPITAL GROUP, INC.  
REF: W98000006416

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3-20-98

ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

CHESAPEAKE CAPITAL GROUP, INC.

The undersigned Subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be CHESAPEAKE CAPITAL GROUP, INC.

ARTICLE II

The address of the principal office of the corporation is 1802-102 N. University Drive, Suite 291, Plantation, Fl 33322,, and the mailing address of the corporation is 1802-102 N. University Drive, Suite 291, Plantation, Fl 33322.

ARTICLE III

The capital stock authorized and the par value thereof shall be 10,000 shares of one class of common stock with a par value of \$1.00 per share.

ARTICLE IV

The shareholders of the Corporation do not have any preemptive rights to acquire the corporation's unissued shares.

H98000005493

John J. Phillips, Jr., Esq.  
LIGMAN, MARTIN & EVANS, P.L.  
230 Caralonia Avenue  
Coral Gables, FL 33134  
(305) 445-2682  
FBN:978914

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ARTICLE V

The street address of the initial registered office of this Corporation is 1802-102 N. University Drive, Suite 291, Plantation, Fl 33322. The name of the initial Registered Agent of this Corporation at that office is CAROLE FRIEDMAN

ARTICLE VI

The name and address of the each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carole Friedman	1802 - 102 N. University Drive, Suite 291 Plantation, Florida 33322

ARTICLE VII

The number of Directors of this Corporation shall initially be one (1). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the By-Laws of the Corporation, but at no time shall there be less than one (1) Director.

The names and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Carole Friedman	1802-102 N. University Drive, Suite 291 Plantation, Florida 33322

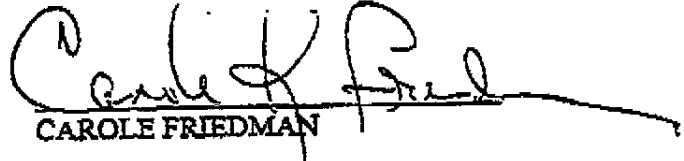
ARTICLE VIII

The Corporation's existence shall commence upon execution of these Articles of Incorporation.

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IN WITNESS WHEREOF, the undersigned incorporator for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true this 20<sup>th</sup> day of March, 1998.

  
CAROLE FRIEDMAN

STATE OF FLORIDA)

COUNTY OF DADE )

This foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 1998,  
by CAROLE FRIEDMAN, who is personally known to me or who has produced  
\_\_\_\_\_ as identification.

NOTARY PUBLIC:

My Commission Expires:

Sign \_\_\_\_\_  
Print \_\_\_\_\_  
State of Florida at Large

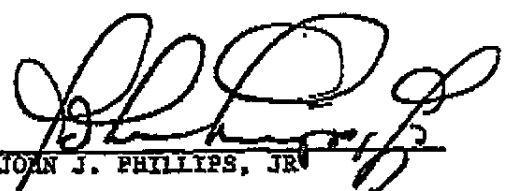
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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent in the foregoing Articles of Incorporation, I hereby accept the appointment of Registered Agent. I acknowledge that I am familiar with, and accept, the obligations of that position.

By:


  
JOHN J. PHILLIPS, JR.  
(Registered Agent)

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent in the foregoing Articles of Incorporation, I hereby accept the appointment of Registered Agent. I acknowledge that I am familiar with, and accept, the obligations of that position.

By:   
CAROLE FRIEDMAN  
(Registered Agent)

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