



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 758407 80252A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 27, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 758407-005

CUSTOMER NO: 80252A

CUSTOMER: Deborah D. Haas, Legal Assist
THOMAS A. FOGT, ESQ.

700 Colorado Avenue

Stuart, FL 34994

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 1:03

200002470532--7
-03/27/98-01037-025
*****70.00 *****70.00

DOMESTIC FILING

NAME: CHALFONT ASSOC., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 MAR 27 AM 11:23
DIVISION OF CORPORATIONS
3/27/98

ARTICLES OF INCORPORATION

OF

CHALFONT ASSOC., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 1:03

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is CHALFONT ASSOC., INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which

price may be in excess of par value.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 10708 Flotilla Court, Hobe Sound, Florida 33455.

ARTICLE VII. DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

REBECCA DAMBERG	10708 Flotilla Court Hobe Sound, FL 33455
SCOTT DAMBERG	10708 Flotilla Court Hobe Sound, FL 33455

ARTICLE IX. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

REBECCA DAMBERG	10708 Flotilla Court Hobe Sound, FL 33455
SCOTT DAMBERG	10708 Flotilla Court Hobe Sound, FL 33455

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by

the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles be made.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is SCOTT DAMBERG, 10708 Flotilla Court, Hobe Sound, Florida 33455.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 20th day of MARCH, 1998.

Rebecca Damberg
Rebecca Damberg

STATE OF New Jersey
COUNTY OF Somerset

The foregoing instrument was acknowledged before me this 25 day of March, 1998, by REBECCA DAMBERG, () who is personally known to me or () who has produced NOL No 340, 450, 53692 as identification, and who () did () did not take an oath.

ANNA R. ADUBATO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 11, 2000

Scott Damberg
Notary Public
Scott Damberg
Scott Damberg

STATE OF NJ
COUNTY OF SUSSEX

The foregoing instrument was acknowledged before me this 20 day of MARCH, 1998, by SCOTT DAMBERG, (X) who is personally known to me or () who has produced _____ as identification, and who () did () did not take an oath.

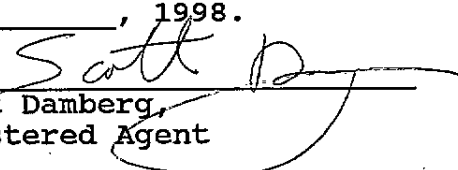
CAROLE A. LITTLE
NOTARY PUBLIC OF NEW JERSEY
COMMISSION EXPIRES 01/06/2003

Carole A. Little
Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of CHALFONT ASSOC., INC.

DATED this 20 day of MARCH, 1998.



Scott Damberg,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 1:03