

LAW OFFICES

RAYMOND M. MASCIARELLA II, P.A.
ATTORNEY AND COUNSELOR AT LAW

RAYMOND M. MASCIARELLA II

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FLORIDA 33408

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March 23, 1998

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Secretary of State
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

RE: CK III, Inc.

Dear Sir:

Please find enclosed one original and one copy of our Articles of Incorporation for the above company. Please file the original in your office and return to us one Certified Copy.

We are enclosing a check in the amount of \$122.50 covering the following:

\$35.00 Filing fees
\$35.00 Certificate Designating Registered Agent
\$52.50 Certified Copy

Yours very truly,

RAYMOND M. MASCIARELLA II, PA

Raymond M. Masciarella II, Esquire

RMM:ph
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GAVE
AUTHORIZATION BY PHONE TO
CORRECT
DATE 4/1/98
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TA-4/1/98

ARTICLES OF INCORPORATION

OF

CK III, INC.

ARTICLE I

NAME

The name of this corporation is CK III, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this

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TALLAHASSEE, FLORIDA

corporation, shall have the right to purchase his or her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered principal office of this corporation is 6971 North Federal Highway, Suite 301, Boca Raton, Florida 33487, and the name of the initial registered agent of this corporation is Karen Jones. The Registered & Principal offices are the same.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-laws. However, there shall never be less than one director or more than five. The names and addresses of the initial Board of Directors of this corporation are:

1. Karen Jones
4307 South Ocean Blvd., Unit 102
Highland Beach, Florida 33487
2. Catherine Monceaux
1015 Bel Air Drive, Unit 2
Highland Beach, Florida 33487
3. Nicholas J. Mattera
5505 North Military Trail, Unit 311
Boca Raton, Florida 33496

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator signing these

articles is Catherine Monceaux, 1015 Bel Air Drive, Unit 2, Highland Beach, Florida 33487.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

ARTICLE XI

STOCK TRANSFERS--CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for purchase to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholders; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 90 days from the date of mailing. If the corporation fails or refuses within such 90-day period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his/her shares as he/she may deem fit. The President of the corporation is authorized to make any such purchase under this provision.

Each share Certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 18 day of March, 1998.


CATHERINE MONCEAUX

STATE OF FLORIDA

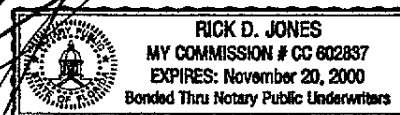
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Catherine Monceaux, who is personally known to me or has produced FLA. Driver License ^{#M522 12057 823-0} as identification, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 18 day of March, 1998.

Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

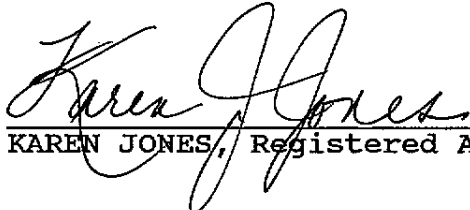
FIRST, that Catherine Monceaux desiring to organize CK III, Inc. and qualify under the laws of the State of Florida, with its principal place of business located at 6971 North Federal Highway, Suite 301, Boca Raton, Florida 33487 has named Karen Jones, as its agent to accept service of process within Florida.

Dated:



Catherine Monceaux, Vice President

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



KAREN JONES, Registered Agent

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TALLAHASSEE, FLORIDA