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((H98000004886 1))

TO: DIVISION OF CORPORATIONS

FAX # (302)575-1346

FROM: THE COMPANY CORPORATION

ACCT#: 110421001316

CONTACT: REGINA CEPHAS

PHONE: (302)575-0440

FAX #: (302)575-1346

NAME: MDC ENTERPRISES INC.

AUDIT NUMBER.....H98000004886

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

CERT. OF STATUS..0 PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

Michael D. Chaulk Enterprises Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be Michael D. Chaulk Enterprises Inc.
- SECOND:** The address of the initial registered office of the corporation is 6021 Tidewater Island Circle, Ft. Myers, FL 33908, County of Lee. The name of the registered agent located at said address is Michael Chaulk.
- THIRD:** The principal address of the corporation is 6021 Tidewater Island Circle, Ft. Myers, FL 33908.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 10,000 shares common stock at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) of who will serve as director(s) until the first annual meeting of shareholders or until the successor(s) is/are as follows:
- Michael Chaulk 6021 Tidewater Island Circle, Ft. Myers, FL 33908.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who is to act as incorporator(s) is as follows:

This document was prepared by Wendy Snow, The Company Corp.
1313 N. Market Street, Wilmington, DE
19801 (302) 575-0440

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TALLAHASSEE, FLORIDA

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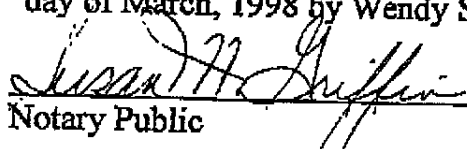
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Wendy Snow c/o The Company Corporation
1313 N. Market Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 9th day of March, 1998.


State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of March, 1998 by Wendy Snow.


Notary Public

NOTARY PUBLIC
MY COMMISSION EXPIRES 01/01/2001

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801. (302) 575-0440.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this Michael D. Chauk Enterprises Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Ft. Myers, Lee County, State of
Florida, has named Michael Chauk located at
6021 Tidewater Island Circle - Ft. Myers, FL 33908
as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
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 and complete performance of my duties.


Michael Chauk

Date

2/27/98

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TALLAHASSEE, FLORIDA

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