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TREISER, KOBZA & VOLPE, CHTD.

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August 26, 1998

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William L. Rogers
of Counsel

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+ Also admitted in Michigan
+ Also admitted in New York
+ Also admitted in Kentucky
+ Board Certified Tax Attorney

VIA EXPRESS MAIL

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

200002626562--7
-08/27/98--01045--009
****122.50 ****122.50

Re: Cheecorp, Inc.

EFFECTIVE DATE
08-26-98

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Cheecorp, Inc., together with our client's check in the sum of \$122.50, which sum is for your filing fee, a certificate and certified copy.

Kindly return to my attention a certificate and a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

TA Collins II

Thomas A. Collins, II

Enclosures

P:\Clients Transactions\Dietrich, Daniel\Letter To Secretary Of State To File Articles.Doc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 8:24

R. Purinton AUG 28 1998

ARTICLES OF INCORPORATION
OF
CHEECORP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 8:25

The undersigned, acting as the sole incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

The name of the Corporation is Cheecorp, Inc.

ARTICLE TWO

DURATION

This corporation shall commence its existence on August 26, 1998, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under Section 607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is Seven Thousand Five Hundred (7,500), all of which shall be common shares without par value.

EFFECTIVE DATE
08-26-98

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

The street address of the initial registered office of the Corporation is 6863 Satinleaf Rd. South, Naples, Florida 34109, and the name of the initial registered agent at that address is Daniel W. Dietrich. The principal place of business of the Corporation is 6863 Satinleaf Rd. South, Naples, Florida 34109.

ARTICLE SEVEN

INCORPORATOR

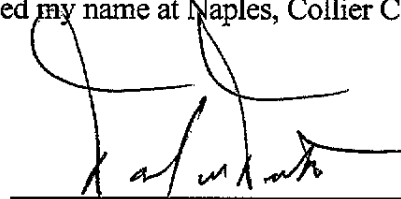
The name and address of the incorporator is Daniel W. Dietrich, 6863 Satinleaf Rd. South, Naples, Florida 34109.

ARTICLE EIGHT

DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) member. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation. The name and address of the member of the first Board of Directors is Daniel W. Dietrich, 6863 Satinleaf Rd. South, Naples, Florida 34109.

IN WITNESS WHEREOF, I have subscribed my name at Naples, Collier County, Florida on this 26th day of August, 1998.

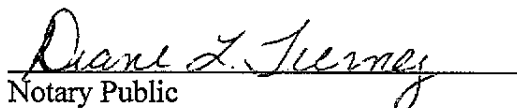


Daniel W. Dietrich, Incorporator

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 26th day of August, 1998, by Daniel W. Dietrich who is personally known to me (or has produced personally known to me as identification) and did not take an oath.

Fla D1. LIC # D 362-179-40-1060


Notary Public

Diane L. Tierney
Typed, Printed or Stamped Name

My Commission Expires:

My Commission No: _____

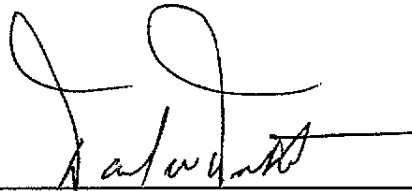


ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: August 26, 1998

By: _____



Daniel W. Dietrich, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 8:25