CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

CHALFONT PROPERTIES, INC.

The undersigned incorporator hereby forms a corporation un Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHALFONT PROPERTIES, INC.

The address of the principal office of this corporation shall be Street, #911, Port Richey, Florida 34668, and the 8251 Brent mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. COMMENCEMENT OF CORPORATE EXISTENCE Corporate existence shall commence upon January 1, 2000.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the

corporation shall be 8251 Brent Street, #911, Port Richey, Florida 34668, and the name of the initial registered agent of the corporation at that address is JENNIFER AUSTIN.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS '

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in this Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: President, Secretary, Treasurer - Jennifer Austin, 8251 Brent Street, #911, Port Richey, Florida 34668; Vice President - Frank Austin, 8251 Brent Street, #911, Port Richey, Florida 34668.

ARTICLE IX. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an

S corporation.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: Jennifer Austin, 8251 Brent Street, #911, Port Richey, Florida 34668.

JENNIFER AUSTIN

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

JENNIFER AUSTIN, having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the foregoing Articles, I hereby accept such appointment and acknowledged that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

JENNIFER AUSTIN

FILED STATE STORES AND ASSOCIATION OF STATE