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ACCOUNT NO. : 072100000032

REFERENCE : 151553 83930A

AUTHORIZATION : Patricia Puyatt

COST LIMIT : \$ 78.75

ORDER DATE : March 1, 1999

ORDER TIME : 12:06 PM

ORDER NO. : 151553-005

CUSTOMER NO: 83930A

CUSTOMER: Ms. Linda Lacertosa
Frazier Hotte & Associates, Pa
Suite 826
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

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W99-5000

FOREIGN FILINGS

NAME: BELMONT INVESTMENT CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

RECEIVED
99 MAR -1 PM 2:15
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -1 AM 11:01

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Conflict
P96-37374



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 1999

CSC

SUBJECT: BELMONT INVESTMENT CORP.
Ref. Number: W99000005000

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

We will hold the fictitious name application until the application for authority is filed.

You have submitted a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

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Jennifer Sindt
Document Examiner

Letter Number: 599A00009284

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CERTIFICATE OF SECRETARY OF
BELMONT INVESTMENT CORP.

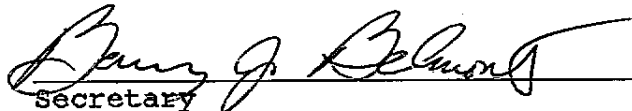
The undersigned President of BELMONT INVESTMENT CORP., a Pennsylvania corporation ("Corporation"), does hereby certify that the following resolutions were unanimously adopted by the sole member of the Board of Directors of the Corporation and the sole shareholder of the Corporation at a special meeting of the Corporation held on March 2, 1999 at the offices of the Corporation, which meeting was duly and properly called pursuant to the By-Laws of the Corporation.

The sole officer, the sole member of the Board of Directors and the sole Shareholder of the Corporation, to-wit: Barry J. Belmont was in attendance of the meeting and the following resolutions were unanimously adopted:

RESOLVED: That the Corporation hereby adopts the alternate name of Belmont Investment & Management Corp. for use in the State of Florida and further,

RESOLVED: That the Corporation ratifies, confirms and approves the Corporation's Application by Foreign Corporation for Authorization to Transact Business in Florida under the name Belmont Investment & Management Corp.

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Resolutions duly adopted by the Corporation on the 2nd day of March, 1999.


Secretary

Dated: 3/4/99

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SECRETARY OF STATE
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APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION
TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. The name of the corporation is:

BELMONT INVESTMENT CORP.

2. The corporation, BELMONT INVESTMENT CORP., is a Pennsylvania corporation.

3. The Federal Employer Identification Number is 23-2527854.

4. BELMONT INVESTMENT CORP. was incorporated on August 3, 1988.

5. Its existence is perpetual.

6. BELMONT INVESTMENT CORP. first transacted business in Florida on the date of the filing of this Application.

7. The current mailing address of the Corporation is 620 College Avenue, Haverford, Pennsylvania 19041. The principle address shall be the same.

8. The purpose of BELMONT INVESTMENT CORP. is to have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania, including, but not limited to, manufacturing, processing, owning, using and dealing in personal property of every class and description, engaging in research and development, furnishing services, and acquiring, owning, using and disposing of real property of any nature whatsoever.

9. The name and street address of Florida registered agent:

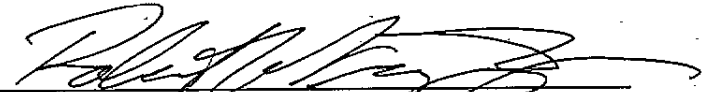
Name: ROBERT W. FRAZIER, JR., ESQ.
Address: 2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308

10. Registered Agent's Acceptance:

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Application, I hereby accept the appointment as registered agent and agree to act in t his capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with

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and accept the obligations of my position as registered agent.



ROBERT W. FRAZIER, JR., ESQ.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to deliver of the application to Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12A. DIRECTORS:
BARRY J. BELMONT
620 Collage Avenue
Haverford, PA 19041

12B. PRESIDENT/TREASURER/SECRETARY
BARRY J. BELMONT
620 Collage Avenue
Haverford, PA 19041

BELMONT INVESTMENT CORP.

By 
Barry J. Belmont
President and Secretary
Incorporator

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

MARCH 08, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

BELMONT INVESTMENT CORP.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Dujongjullit

ACTING Secretary of the Commonwealth

SSCH