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P96000/02143



PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193094 11555A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 1996

ORDER TIME : 10:26 AM

ORDER NO. : 193094-005

CUSTOMER NO: 11555A

CUSTOMER: Michael D. Mopsick, Esq
MICHAEL D. MOPSICK, PA

800002032908--4

Suite 200
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: BELASCO VENTURES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 DEC 18 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 DEC 19 PM 1:48
OFFICE OF CORPORATIONS

*12-18-96
KE*

ARTICLES OF INCORPORATION
OF
BELASCO VENTURES, INC.

FILED
96 DEC 18 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

BELASCO VENTURES, INC.

The address of the principal office of this corporation shall be 7059 Montrico Drive, Boca Raton, Florida 33433, and the 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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7777 Glades Road, Suite 200, Boca Raton, Florida 33434, and the name of the initial registered agent of the corporation at that address is Michael D. Mopsick, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name 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:

Richard Belasco Pres.	7059 Montrico Drive Boca Raton, Florida 33433
Phyllis Belasco V.Pres./Sec.	Same

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 18, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

DWL

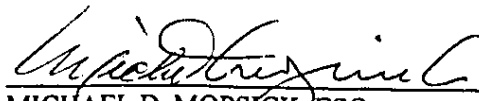
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is BELASCO VENTURES, INC.
2. The name and address of the registered agent and office is: MICHAEL D. MOPSICK, ESQ., 7777 Glades Road, Suite 200, Boca Raton, County of Palm Beach, State of Florida.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MICHAEL D. MOPSICK, ESQ.

Registered Agent

MICHAEL D. MOPSICK, P.A.

7777 Glades Road, Suite 200

Boca Raton, Florida 33434

(561) 488-8807

FILED
96 DEC 18 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA