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FILED
99 APR 19 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 5, 1999

Bureau of Corporate Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-04/19/99--01125--006
****122.50 *****78.75

Re: Bell Brothers, Inc.

Ladies and Gentlemen:

Enclosed for filing is the duly executed original of the Articles of Incorporation of the above-referenced corporation and a certificate of registered agent, along with a copy of both documents for certification.

Also enclosed is a check in the amount of \$122.50 to cover the following filing fees and the cost of a certified copy.

If you have any questions concerning this proposed incorporation, please contact me.

Sincerely



Linda Bossinger

Enclosures

SHARON

APR 21 1999

ARTICLES OF INCORPORATION
OF
BELL BROTHERS, INC.

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

Section 1.1 Name. The name of the corporation is Bell Brothers, Inc.

ARTICLE II - DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporation existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III - PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of voting Common Stock having a par value of \$1 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 7961 Normandy Boulevard, Suite 70, Jacksonville, FL 32221, and the name of the initial registered agent of this corporation at that address is Michael Bell. The mailing address for the registered agent is 1984 River Road, Jacksonville, FL 32207. The principal office address shall be the same.

ARTICLE VI - DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

Name	Street Address
Michael Bell	1984 River Road, Jacksonville, FL 32207

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII - BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII - INCORPORATION


Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Michael & Michael Associates
669 Kingsley Avenue
Orange Park, FL 32073

ARTICLE IX - AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 5th day of March, 1999.


Michael & Michael Associates
by: Linda Bossinger

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes 48.091 and 607.034, the following is submitted:

Bell Brothers, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Michael Bell as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 7961 Normandy Boulevard, Suite 70, Jacksonville, FL 32221.

Linda Bossinger

Michael & Michael Associates

by: Linda Bossinger

Dated: _____

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.

M. Bell

Michael Bell

Dated: 4-15-99

(ARTICLES.BELL)

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