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ATTORNEYS AT LAW

FIRST NATIONAL BANK OF FLORIDA BUILDING

SUITE 400

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PLEASE REPLY TO:

P.O. BOX 1019

CLEARWATER, FLORIDA 33757

ROBERT E. BUGG*#

JANNINE C. BUSH

MARK A. OSSIAN±*

JOSEPH R. PARK*

ANDREW J. RODNITE, JR.+

TYRONE ZDRAVKO

*BOARD CERTIFIED CIVIL TRIAL LAWYERS

+BOARD CERTIFIED APPELLATE LAWYER

#CERTIFIED CIRCUIT AND FAMILY MEDIATOR

*CERTIFIED FAMILY MEDIATOR

±CERTIFIED PUBLIC ACCOUNTANT

PO0000110647
July 16, 1999

Corporate Records Bureau
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: **Articles of incorporation of
Derek Bell Industries, Inc.**

400003470774--1
-11/20/00--01126--006
*****78.75 *****78.75

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Derek Bell Industries, Inc. Also enclosed is a check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	8.75
Total:	\$ 78.75

FILED
NOV 27 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please note that I have enclosed a copy of the Articles of Incorporation for you to return to me as a certified copy for my records. Accordingly, please file the enclosed Articles of Incorporation of Derek Bell Industries, Inc.

Please contact me immediately at the above telephone number if there are any problems in filing these Articles of Incorporation.

Very truly yours,

Mark A Ossian
Mark A. Ossian

MAO/kr
Enclosures

cc: Derek Bell

W-25016
oj 11/30

ARTICLES OF INCORPORATION

OF

DEREK BELL INDUSTRIES, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation for profit under the Florida General Corporation Act under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is: DEREK BELL INDUSTRIES, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

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00 NOV 27 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - TERM OF EXISTENCE

The date when corporate existence shall begin is as of the date of execution of these Articles of Incorporation by the subscribers, and the corporation shall exist perpetually thereafter unless dissolved by law.

ARTICLE V - ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 2504 West Martin Luther King, Jr., Boulevard, Tampa, Florida 33607. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be two (2). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

<u>NAMES</u>	<u>ADDRESS</u>
DEREK N. BELL	2504 West Martin Luther King, Jr., Boulevard Tampa, Florida 33607
CHESTINE BELL	2504 West Martin Luther King, Jr., Boulevard Tampa, Florida 33607

C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any reason.

D. In case one or more vacancies shall occur in the Board of Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII - CORPORATE OFFICERS

The initial corporate officers of the Corporation who shall hold office for the first year of existence of this Corporation or until their successors are duly elected and qualified, are:

Chestine Bell, President/Secretary/Treasurer

Derek N. Bell, Executive Vice President

Marlon Williams, Vice President

ARTICLE VIII - INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation is:

<u>NAMES</u>	<u>ADDRESS</u>
DEREK N. BELL	2504 West Martin Luther King, Jr., Boulevard Tampa, Florida 33607

ARTICLE IX - BY-LAWS

A. The power to adopt the By-Laws of this Corporation to alter, amend or appeal the By-Laws, or adopt new By-Laws shall be vested in the Board of Directors of this Corporation; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by all of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders.

B. The By-Laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, contrary to the laws of the State of Florida or of the United States.

ARTICLE X - AMENDMENT

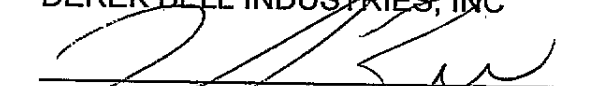
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

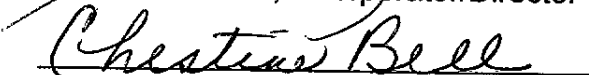
ARTICLE XI - REGISTERED AGENT

MARK A. OSSIAN, ESQ., whose address is 1150 Cleveland Street, Suite 400, Clearwater, Florida 33755, is authorized to accept service of process as registered agent for this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this _____ day of November, 2000.

DEREK BELL INDUSTRIES, INC


DEREK N. BELL, Incorporator/Director


CHESTINE BELL, Director/President/
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this _____ day of November, 2000, by CHESTINE BELL, President and Secretary of BELL INDUSTRIES, INC., who is personally known to me or who has produced _____ as identification, and who did take an oath.

NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of law relative to keeping open the corporation's office.

The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

Dated this 27 day of November, 2000.

Mark A. Ossian
MARK A. OSSIAN, ESQ.

FILED
00 NOV 27 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA