

P00000115144

HARMON & SLOAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
427 MCKENZIE AVENUE
POST OFFICE BOX 2327
PANAMA CITY, FLORIDA 32402-2327

FILED
00 DEC 12 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (850) 769-1501
FACSIMILE (850) 769-0824

DANIEL HARMON III
TIMOTHY J. SLOAN*
*ALSO MEMBER OF
DISTRICT OF COLUMBIA
AND MISSOURI BARS

December 11, 2000

500003497975--2
-12/12/00--01114--010
*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Belcer Holdings, Inc.

EFFECTIVE DATE

12-15-00

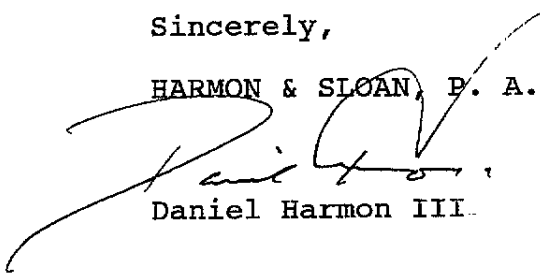
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.


Daniel Harmon III

DH:crb

Enclosures

cc: Ms. Wilhelmina P. Belcer

AB
12-18

ARTICLES OF INCORPORATION
OF

BELCER HOLDINGS, INC.,
a Florida corporation

FILED
00 DEC 12 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

EFFECTIVE DATE
12-15-00

The name of this corporation is Belcer Holdings, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall commence its existence as of December 15, 2000. This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 102 South Waukesha Street, Bonifay, Florida 32425 and mailing address is Post Office Box 657, Bonifay, Florida 32425. The registered agent for this corporation is Daniel Harmon III, whose address is 427 McKenzie Avenue, Panama City, Florida 32401.

is Daniel Harmon III, whose address is 427 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation is as follows:

WILHELMINA PARISH BELCER
Post Office Box 657
Bonifay, Florida 32425

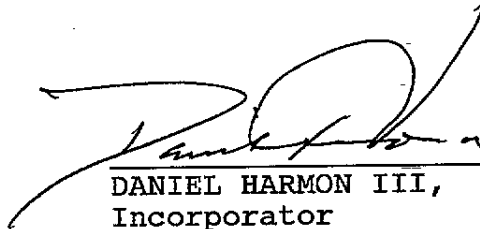
ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is Daniel Harmon III, whose address is 427 McKenzie Avenue, Panama City, Florida 32401 and whose mailing address is Post Office Box 2327, Panama City, Florida 32402.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of December, 2000.



DANIEL HARMON III,
Incorporator

STATE OF FLORIDA,
COUNTY OF BAY.

The foregoing instrument was sworn to, subscribed, and
acknowledged before me this 11th day of December, 2000, by
DANIEL HARMON III, who is personally known to me or who has
produced _____ as identification.

Carla R. Blake

Notary Public - Signature



Carla R Blake
My Commission CC763380
Expires July 29, 2002

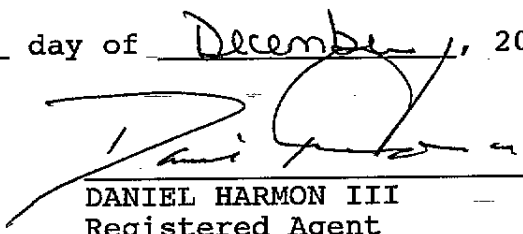
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

BELCER HOLDINGS, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 11th day of December, 2000.


DANIEL HARMON III
Registered Agent

FILED
00 DEC 12 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA