

BLANCHARD, MERRIAM, ADEL & KIRKLAND, P.A.

ATTORNEYS AT LAW

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July 3, 2002

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-07/05/02--01087--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Bell International Industries, Inc.  
Our File No. New

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Bell International Industries, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

BLANCHARD, MERRIAM,  
ADEL & KIRKLAND, P.A.

*Lauren E. Merriam*  
Lauren E. Merriam, III

LEM/wgh  
Enclosures  
cc: Bell International Industries, Inc.

FILED  
02 JUL -5 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*[Signature]*  
7/10

ARTICLES OF INCORPORATION  
of  
BELL INTERNATIONAL INDUSTRIES., INC

FILED  
02 JUL -5 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I  
NAME

The name of the corporation is **BELL INTERNATIONAL INDUSTRIES., INC.**

ARTICLE II  
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States of America and Florida.

ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the corporation is 2330 SW 37<sup>th</sup> Street, Ocala, Florida 34474, and the mailing address is 2330 SW 37<sup>th</sup> Street, Ocala, Florida 34474.

ARTICLE V  
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered office and agent of this corporation is:  
(A) Registered Agent: **JAMES D. BELL**

(B) Registered Office: 2330 SW 37<sup>th</sup> Street  
Ocala, Florida 34474

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

**JAMES D. BELL**  
2330 SW 37<sup>th</sup> Street  
Ocala, Florida 34474

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

**JAMES D. BELL**  
2330 SW 37<sup>th</sup> Street  
Ocala, Florida 34474

ARTICLE IX  
AMENDMENT OF ARTICLES

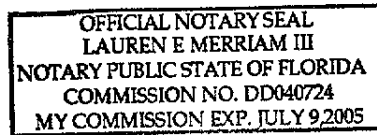
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this  
3 day of July, 2002.

  
\_\_\_\_\_  
**JAMES D. BELL**

STATE OF FLORIDA )  
COUNTY OF MARION )

The foregoing instrument was acknowledged before me this 3 day of July, 2002, by  
JAMES D. BELL, who is personally known to me or who has produced  
\_\_\_\_\_ as identification.



Lauren E Merriam  
(Print Name)

Notary Public, State of Florida  
My Commission Expires:

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as the registered agent for the above corporation for the purpose of  
accepting service of process at the registered office designated in the Articles of Incorporation, I  
accept such appointment and am familiar with and accept the obligations of that position.

DATED this 3 day of July, 2002.

J. Bell  
JAMES D. BELL  
Registered Agent

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02 JUL -5 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA