

**Electronic Articles of Incorporation
For**

P02000118109
FILED
November 04, 2002
Sec. Of State

BELLEAIR FINANCIAL CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BELLEAIR FINANCIAL CORP.

Article II

The principal place of business address:

3404 S. DALE MABRY
TAMPA, FL. 33629

The mailing address of the corporation is:

3757 QUAIL FOREST DRIVE
TARPON SPRINGS, FL. 34688

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100,000

Article V

The name and Florida street address of the registered agent is:

WAYNE S MATTHEWS
3757 QUAIL FOREST DRIVE
TARPON SPRINGS, FL. 34688

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: WAYNE S. MATTHEWS

Article VI

The name and address of the incorporator is:

WAYNE S. MATTHEWS
3757 QUAIL FOREST DRIVE

TARPON SPRINGS, FL 34688

Incorporator Signature: WAYNE S. MATTHEWS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
ROBERT S SULEK
12851 WESTGATE ST.
OVERLAND PARK, KS. 66213

Title: D,P
WAYNE S MATTHEWS
3757 QUAIL FOREST DRIVE
TARPON SPRINGS, FL. 34688

Title: D
GAIL L TUCKER
3404 S. DALE MABRY
TAMPA, FL. 33629