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PICK-UP WAIT MAIL

(Business Entity Name)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

04 JAN 16 PM 6:19

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40

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Bel-Aire Development Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: B. Michael Kalin
Name (Printed or typed)

2300 Lee Road
Address

Winter Park, Folrida 32789
City, State & Zip

407-644-0200
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
04 JAN 16 PM 6:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Bel-Aire Development Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

2300 Lee Road
Winter Park, Florida 32789

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Real Estate Development

ARTICLE IV SHARES

The number of shares of stock is:

1000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Richard A Dye, 2300 Lee Road, Winter Park, FL President//Director
B. Michael Kalin, 2300 Lee Road, Winter Park, FL Vice President/Secretary/Director
Jay Alpert, 2300 Lee Road, Winter Park, FL Vice President/Director
Timothy Burns, 2300 Lee Road, Winter Park, FL Vice President/Director

ARTICLE VI REGISTERED AGENT

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

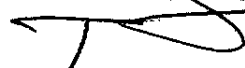
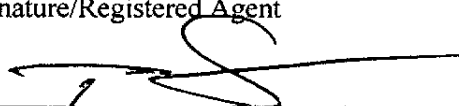
Richard A Dye, 2300 Lee Road, Winter Park, FL 32789

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Richard A Dye, 2300 Lee Road, Winter Park, FL 32789

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

 Signature/Registered Agent	January 14, 2004 Date
 Signature/Incorporator	January 14, 2004 Date