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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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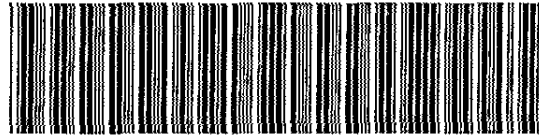
(Business Entity Name)

(Document Number)

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Sec of State
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

State of Florida
Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

SUBJECT: Bellallusions, Inc.
(Proposed Corporate Name)

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

X	
\$ 122.50	\$ 131.25
Filing Fee &	Filing Fee,
Certified Copy	Certified Copy
	& Certificate
ADDITIONAL COPY REQUIRED	

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

FROM: Anderson & Associates Consultants, Inc

Name

P O BOX 2175

Address

Fort Myers, FL 33902

City, State, Zip

941-418-1010

Daytime Telephone Number

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I NAME:

The name of the corporation shall be:

Bellallusions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**12805 Devonshire Lakes Circle
Fort Myers, FL 33913**

ARTICLE III SHARES

The number of shares of capital stock that this corporation may issue shall be :

One Thousand (1000) Shares of \$ 1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

ARTICLE IV EXISTENCE OF CORPORATION

The Corporation shall have perpetual existence, except that the same may be dissolved As provided by law.

ARTICLE V NATURE OF BUSINESS

This corporation may engage in the all areas of artistic conceptualization, painting, and design, as well as engage in any and every other activity permitted from time to time for a corporation so formed to engage.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS:

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

**John D. Anderson
2245 Altamont Avenue
Fort Myers, FL 33901**

SECRETARY
TALLAHASSEE, FLORIDA

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ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

**Mark Shepherd
12805 Devonshire Lakes Circle
Fort Myers, FL 33913**

ARTICLE VIII OFFICERS

The names, addresses, titles and designations of the corporation officers:

**Mark Shepherd
12805 Devonshire Lakes Circle
Fort Myers, FL 33913**

President-Director

**Katy L. Raine
12805 Devonshire Lakes Circle
Fort Myers, FL 33913**

**Vice President
Secretary- Director**

ARTICLE IX NEW STOCK ISSUE:

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have The right to purchase his or her pro-rata share thereof (as nearly as possible without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X BOARD OF DIRECTORS:

The Corporation shall have a Board of two (2) Directors, and the Board may be increased to not more than five (5) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE XI OWNERSHIP OF TRADE NAME

It is agreed that in irrespective of any present or future stock ownership, the Corporate and or Trade name **Bellallusions** or and semblance thereof, shall remain the sole and express property of Katy L. Raine

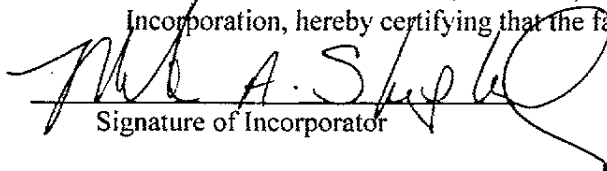
ARTICLE XII CORPORATION BYLAWS:

The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by majority vote of the Board of Directors.

ARTICLE XIII DIRECTOR AND OFFICER INDEMNIFICATION:

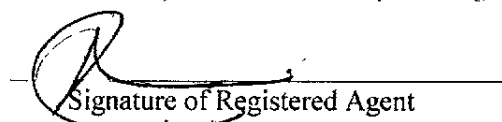
Each director and officer of the corporation, whether or not then in office, shall be Indemnified by the corporation against all cost and expense reasonable incurred or Imposed upon him or her in connection with or arising out of any claim, demand, action, suit, or proceeding in which he may be involved or to which he or she may be made a party by reason of his or her being or having been an officer or director of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he or she may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

IN WITNESS WHEREOF, I the undersigned being the original Incorporator of the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true.


Signature of Incorporator

JANUARY 27, 2004
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent

1/27/04
Date