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MICHAEL K. McFADDEN
ATTORNEY AND COUNSELOR AT LAW
200 CLEARWATER-LARGO ROAD S
LARGO, FLORIDA 33770

Telephone (727) 584-8161

Facsimile (727) 586-5813

September 23, 2005

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

RE: Incorporation - Belleair Asset Management, Inc.

Dear Sirs/Ladies:

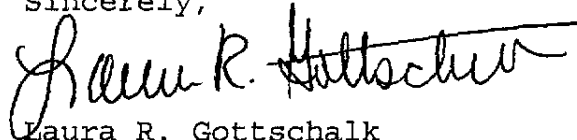
Please find enclosed for filing with your office the Articles of Incorporation for the referenced corporation along with a designation and acceptance of the Registered Agent.

Also enclosed is this firm's trust account check in the amount of \$78.75 for filing fees, designation of registered agent and certified copy.

If the enclosures meet with your approval please file the Articles and return a certified copy to the above address in the envelope provided. If you are unable to file these articles for any reason, please contact this office before returning them. This may enable us to resolve any problems by telephone or facsimile, and thus avoid any delay in filing.

Thank you in advance for your cooperation and attention to this request. If you have any questions or comments about this filing, please do not hesitate to contact this office.

Sincerely,



Laura R. Gottschalk
Legal Assistant

:lrg
enclosures

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ARTICLES OF INCORPORATION
OF
BELLEAIR ASSET MANAGEMENT, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is BELLEAIR ASSET MANAGEMENT, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The general character or nature of the business to be transacted by this corporation is to perform financial services. The Corporation shall also be authorized:

(a) To acquire by purchase, lease or otherwise lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired; to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances; to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to encumber or dispose of any lands, interests in lands, buildings or other structures at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate

real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation; to invest, trade and deal in any personal property deemed beneficial to the corporation; and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including re-purchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other

evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including a purchase of its own shares.

(h) To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth in any part of the world to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable and expedient in carrying on any of the businesses or acts above-named.

The intention is that none of the objects and powers hereinabove set forth shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock, redeemable at any time for par value at the option of the company. Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 259 North Indian Rocks Road, Belleair Bluffs, Florida 33770. The name of the initial registered agent of this corporation at that address is JAMES M. CLARK.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of five Directors. The number of Directors may be increased or decreased as provided for by the By-Laws adopted by the Shareholders, with three Directors being sufficient to constitute the Board. However, at no time will there be more than five directors nor less than three directors. The name and address of

the Incorporator and initial Directors of this Corporation and the Corporation's principal place of business are:

JAMES M. CLARK
259 North Indian Rocks Road
Belleair Bluffs, Florida 33770

ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII. PREEMPTIVE RIGHTS

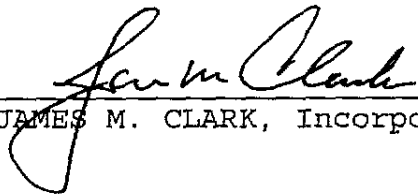
Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of

the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE IX. RESTRICTIONS

The Capital Stock of the Corporation may be made subject to restrictions on transferability by agreement among the holders of issued and outstanding shares, or between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of September, 2005.



JAMES M. CLARK, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES M. CLARK, who produced his Florida Driver's License as identification, and who acknowledged before me that he executed the foregoing Articles of Incorporation freely and voluntarily, for the purposes therein expressed, with full corporate authority.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of September, 2005.


Notary Public



MICHAEL K. MCFADDEN
MY COMMISSION # DD 270625
EXPIRES: December 1, 2007
Bonded Thru Budget Notary Services

STATE OF FLORIDA

DEPARTMENT OF STATE

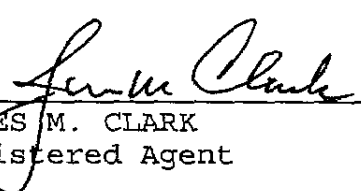
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with Section 607.325,
Florida Statutes:

BELLEAIR ASSET MANAGEMENT, INC., a corporation organized (or
organizing) under the laws of the State of Florida with its
principal office in Largo, Pinellas County, Florida, has named
JAMES M. CLARK at 259 North Indian Rocks Road, Belleair Bluffs,
Florida 33770, as its agent to accept service of process within
this State.

ACCEPTANCE:

I accept appointment as Registered Agent and am familiar with
and accept the obligations provided for in Section 48.091, Florida
Statutes, as required by law. Dated September 23rd, 2005.



JAMES M. CLARK
Registered Agent

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