

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

95 JAN -3
DIVISION OF CORP

RE: Bevelly Inc.

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing		
Corp Record Search		
U.S. Partnership Filing		
Foreign Corp. Filing		
Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S:		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone () _____		
Top Priority		
Express Mail Prep.		
FAX () _____ pgs.		

EFFECTIVE DATE

Jan. 1, 1995

300001367048
01/03/95-01018-017
***122.50 ***122.50

95 JAN -3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
JAN 10 1995

SUBTOTALS	
FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

JAN 3 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 13 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
REVELLI, INC.**

FILED
95 JAN -3 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of this corporation is REVELLI, INC.

ARTICLE 2. - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

EFFECTIVE DATE

ARTICLE 3. - PURPOSE

Jan. 4, 1995

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4. - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time of the corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation, and shall be exercised in the

respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 7. - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office and the mailing address of the corporation is 921 Apricot Avenue, Sarasota, FL 34237.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 921 Apricot Avenue, Sarasota, FL 34237 and the name of the initial registered agent of this corporation at that address is Oscar Revelli di Beaumont.

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

Timothy W. Gensmer, Esquire
2831 Ringling Boulevard
Suite #210-D
Sarasota, FL 34237

ARTICLE 10. - AMENDMENT

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

ARTICLE 11 - EFFECTIVE DATE

The effective date of the incorporation of this corporation shall be January 1, 1995.

The undersigned incorporator has executed these Articles of Incorporation on the 20th day of December, 1994.

Timothy W. Gensmer
TIMOTHY W. GENSMER

STATE OF FLORIDA

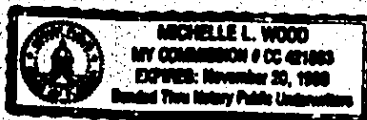
COUNTY OF SARASOTA

Before me, a Notary Public, appeared TIMOTHY W. GENSMER, known to be the person described as the Incorporator, or who produced driver's license as identification, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.

Witness my hand and official seal this 20th day of December, 1994.

Michelle L. Wood
NOTARY PUBLIC

MY COMMISSION EXPIRES:



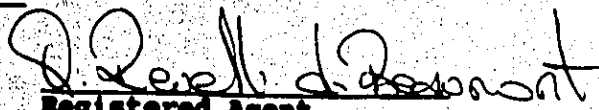
**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
REVELLI, INC.**

**FILED
95 JAN -3 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named to accept service of process for the above-stated corporation, at the place designated in the corporation's articles of incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED:

12-20-94


Registered Agent