

A T T O R N E Y S A T L A W

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P15000001106

EFFECTIVE DATE
1-1-95

FILED
OCT 23 1968
FBI - MEMPHIS

RECEIVED
MAY 23 1963
FBI - NEW YORK
ENCLOSURES
CMC

ARTICLES OF INCORPORATION

OF

BELLE MAISON, INC.

EFFECTIVE DATE

1-1-95

ARTICLE I. NAME

The name of this corporation shall be BELLE MAISON, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of the corporation is P. O. Box 754, Bradenton, FL 34206-0754 and the principal place of business is 3405 Riverview Boulevard, Bradenton, FL 34205.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on January 1, 1995, or upon the filing of these Articles of Incorporation, whichever shall be later. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the 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 holds at the time of issue bears to the total number of shares outstanding. 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 to exercise his 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 VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The names and addresses of the individuals who shall serve as the Initial Board Of Directors are: Tom Althof and Sue Hogrefe, P. O. Box 757, Bradenton, FL 34206-0754; Peter Hankins, c/o Thomas Hardy, Esquire, 401 South Woodward Avenue, Suite 400, Birmingham, MI 48009-6629.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 3405 Riverview Boulevard, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Tom Althof.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Tom Althof, 3405 Riverview Boulevard, Bradenton, FL 34205.

ARTICLE XII. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a unanimous vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of December, 1994.


TOM ALTHOF, Incorporator

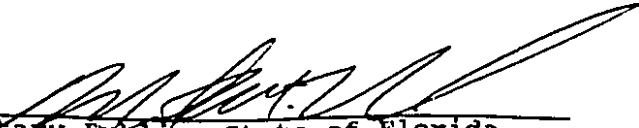
STATE OF FLORIDA
COUNTY OF MANATEE

On December 20, 1994, TOM ALTHOF, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me or who has produced _____ (type of identification), personally appeared before me and signed these Articles of Incorporation.



MICHAEL M. HAMRICK
My Commission CC371123
Expires Jul. 18, 1998
Bonded by HAI
800-422-1555


My Commission Expires:


Notary Public, State of Florida
MICHAEL M. HAMRICK
(Type or Print Notary Name Here)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BELLE MAISON, INC. which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 20th day of December, 1994.


TOM ALTHOF, Registered Agent

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