

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 FEB 1 1995

RE: Bellshire, Inc

NAME

FIRM

ADDRESS

PHONE ()

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Capital Express™

Art. of Amend. File
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.

C.C.

DISBURSED

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

\$

\$

\$

\$

\$

\$

\$

\$

REQUEST

TAKEN

CONFIRMED

APPROVED

DATE

TIME

BY

AAK

CK No.

WALK-IN

Will Pick Up

2-1 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
BELLSHIRE, INC.**

FILED
95 FEB -1 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Bellshire, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

David C. Bourgeau
600 Fifth Avenue South
Suite 210
Naples, Florida 33940

The initial street address of the principal office of the corporation in the State of Florida will be: 503 Beachwalk Circle, Naples, Florida 33963.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation are:

Sam Vella
100 Carnforth Road
North York, Ontario
Canada M4A 2K7

John Vella
100 Carnforth Road
North York, Ontario
Canada M4A 2K7

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Sam Vella
503 Beachwalk Circle
Naples, Florida 33963

IN WITNESS WHEREOF, I have subscribed my name this 31 day of January, 1995.

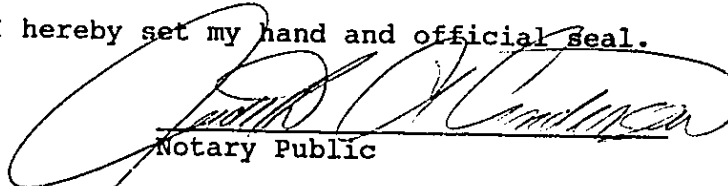


Sam Vella

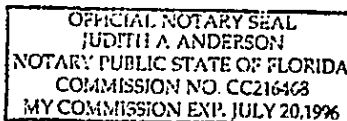
STATE OF FLORIDA
COUNTY OF COLLIER

On this 31 day of January, 1995, before me, a Notary Public, the undersigned officer, personally appeared Sam Vella to me known to be the person whose name is subscribed to the within instrument and he acknowledged that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.


Notary Public

My Commission Expires:



APPOINTMENT OF RESIDENT AGENT

**STATE OF FLORIDA
DEPARTMENT OF STATE**

FILED
95 FEB -1 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

Bellshire, Inc., a corporation under the laws of the State of Florida, with its principal office at 503 Beachwalk Circle, Naples, Florida 33963, and with its mailing address at 100 Carnforth Road, North York, Ontario, Canada M4A 2K7, has named David Bourgeau as its resident agent to accept service of process within this State.

OFFICERS

NAMES

PRESIDENT	Sam Vella
TREASURER	John Vella
SECRETARY	John Vella

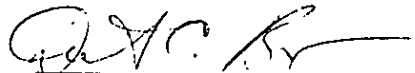
DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Sam Vella	100 Carnforth Road North York, Ontario Canada M4A 2K7
John Vella	100 Carnforth Road North York, Ontario Canada M4A 2K7

DATED: January 31, 1995.

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



David C. Bourgeau