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320 North Dixie Hwy.
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(407) 582-3351
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May 15th, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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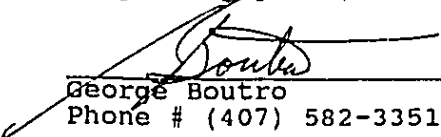
Re: BELLE & MAXWELL'S, INC.,

Gentlemen:

Enclosed are the articles of incorporation of
BELLE & MAXWELL'S, INC.,
and our check for \$ 122.50, registration fee.

FILED
95 MAY 16 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,


George Boutro
Phone # (407) 582-3351

File
5-18

ARTICLES OF INCORPORATION
of

BELLE & MAXWELL'S, INC.,

FILED
95 MAY 18 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

Article I - Corporate Name

The name of the Corporation shall be :

BELLE & MAXWELL'S, INC.,

Article II - Location

The Corporate Location and mailing address are :

3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

Article III - Existence

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

Article IV - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article V - Capital Stock

The corporation is authorized to issue ONE THOUSAND (1,000) shares at dollar (\$1.00) ONE par value, which shall be designated " Common Shares ".

Article VI - Initial Registered Office of Agent

The name of the Registered Agent and the street address of the initial registered office of the Corporation are :

CONNIE BEAUDOIN
3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

Article VII - Officers and Directors

The Corporation at all times shall have at least (1) one director. No person shall be required to own, hold or control stock in the corporation as a condition to holding an office in the corporation.

The name and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

President:

CONNIE BEAUDOIN
3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

Secretary, Treasurer:

GERALYN M. KASMER
3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

Article VIII - Incorporators

The name and address of the person signing these Articles are :

CONNIE BEAUDOIN
3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

GERALYN M. KASMER
3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of directors and shareholders.

Article X

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind , class or series as that which he already holds , shall have the right to purchase his prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

Article XI - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

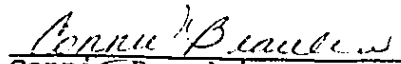
Article XII

The corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of the corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this May 15th, 1995


Connie Beaudoin


GERALYN M. KASMER

STATE OF FLORIDA
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared CONNIE BEAUDOIN and GERALYN M KASMER, who are personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged before me that they executed same.

WITNESS my hand and official seal in the County & State as aforesaid this May 15th, 1995


Notary Public

State of Florida at Large
My commission expires:

OFFICIAL NOTARY SEAL JOAN L THIBAUT NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC451269 MY COMMISSION EXP. APR. 13, 1999

Certificate designating place of business or domicile
for the Service of Process within the State of Florida,
naming agent upon whom Process may be served.

CONNIE BEAUDOIN

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, that BELLE & MAXWELL'S, INC., desiring to
organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation at:

3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

has named :

CONNIE BEAUDOIN
3700 So. DIXIE HWY
WEST PALM BEACH, FL., 33405

as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above stated corporation, at the place designated in
this certificate, I hereby accept to act in this
capacity and agree to comply with the provision of
said Act relative to keeping open said office.

Connie Beaudoin
Connie Beaudoin

FILED
95 MAY 19 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA