

KIRKPATRICK & LOCKHART LLP

MIAMI CENTER 20TH FLOOR
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2099

TELEPHONE (305) 399-6000
FACSIMILE (305) 398-7093

539-3354

Secretary of State of Florida
Corporations
P O Box 6327
Tallahassee, Florida 32314

August 29, 1995

RE: Bell Financial Enterprises, Inc.

Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared to effect the incorporation of Bell Financial Enterprises, Inc. Please note that the commencement date for this Corporation is designated as August 29, 1995. Also enclosed is our check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 52.50
Certified Copy	35.00
Registered Agent Fee	35.00
Total	\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation with this matter.

Sincerely,

Kirkpatrick & Lockhart

Jan Bianck
Jan Bianck,
Lawyer's Assistant to
D. Ronald Surbey

RECEIVED SEP 6 1995

M11-83431.1

ARTICLES OF INCORPORATION
OF
BELL FINANCIAL ENTERPRISES, INC.

The undersigned, acting as incorporator of Bell Financial Enterprises, Inc., under the Florida Business Corporation Act adopts the following Articles of Incorporation:

6-29-95 ARTICLE I

NAME

The name of the corporation (the "Corporation") is Bell Financial Enterprises, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual. The existence of the Corporation will commence on August 29, 1995.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

FILED
1995 AUG 31 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be D. Ronald Surbey.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
D. Ronald Surbey	c/o Kirkpatrick & Lockhart 201 South Biscayne Boulevard Suite 2000 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of August, 1995.

D. Ronald Surbey,
Incorporator

BELL FINANCIAL ENTERPRISES, INC.

DATED: August 29, 1995

FILED
1995 AUG 31 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA