P96000003574

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

NAME
FIRM
ADDRESS

PHONE ( )

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

To us via ____ Return via ____

Meter No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	Jim		

WALK-IN
Will Pick Up 1/11 12:00

____ of ____

RE: Bellcan Aeroplanes Corporation

96 JAN 11 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

	C.C. FEE.	DISBURSED
____ Capital Express™		
✓ Art. of Inc. File		
____ Corp. Record Search		
____ Ltd. Partnership File		
____ Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
____ Art. of Amend. File		
____ Dissolution/Withdrawal		
____ C U S		
____ Fictitious Name File	000001665600 -01/11/96--01011--030 ****122.50	****122.50
____ 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.		
SUBTOTALS		

RECEIVED
96 JAN 11 AM 10:20
DIVISION OF CORPORATIONS

FEE ....
DISBURSED ....
SURCHARGE ....
TAX on corporate supplies ....
SUBTOTAL ....
PREPAID .... $
BALANCE DUE .... $ 122.50
$

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

11-2528-2 FORDER'S INC. THOMASVILLE, GA

ARTICLES OF INCORPORATION

OF

BELLEAIR ACCEPTANCE CORPORATION

93 JAN 11 AM 11:20
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **Belleair Acceptance Corporation** and its street address is 1530 S. Fort Harrison Avenue, Suite D, Clearwater, Florida 34616.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to receive maintain and hold financing documents, promissor notes and accounts receivable records for sales of motor vehicles and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of $1.00 per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

Frazer Hubbard Brandt & Trask
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1530 S. Fort Harrison Avenue, Clearwater, Florida 34616, and the name of the registered agent of this corporation at that address is Peter Gianfilippo.

ARTICLE VII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

John Gianfilippo	2662 Peachtree Circle Clearwater, FL 34621
Michael Gianfilippo	2167 Beecher Road Clearwater, FL 34623
Peter Gianfilippo	2167 Beecher Road Clearwater, FL 34623

ARTICLE VIII - BYLAWS

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

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to

Frazer Hubbard Brandt & Trask
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this

Frazer Hubbard Brandt & Trask
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

corporation.

ARTICLE XVI - POWERS

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

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XXI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;

Frazer Hubbard Brandt & Trask
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;

4. Stock purchase or option agreement, whether qualified or not;

5. Corporation medical reimbursement plan; and

6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this _____ day of January, 1996.

John Gianfilippo

Michael Gianfilippo

Peter Gianfilippo

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9 day of JAN, 1996, by JOHN GIANFILIPPO, MICHAEL GIANFILIPPO and PETER GIANFILIPPO, who are personally known to me or who have produced _______________ as identification.

Suzanne Foster
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
SUZANNE FOSTER
My Comm Exp. 5/23/97
Bonded By Service Ins
No. CC288749
Personally Known   Other I.D.

Frazer Hubbard Brandt & Trask
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

FILED

96 JAN 11 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: **Belleair Acceptance Corporation** desiring to organize or qualify under the laws of the State of Florida, with the principal place of business at 1530 S. Fort Harrison Avenue in the City of Clearwater, Florida 34616, has named **Peter Gianfilippo** as its resident agent to accept service of process within Florida.

Signature: ____________________

Title: President

Date: ____________________

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: ____________________

Date: ____________________

Frazer
Hubbard
Brandt
& Trask

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698