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NOE & FOODY
ATTORNEYS AND COUNSELORS AT LAW
599 ATLANTIC BOULEVARD
SUITE 6
ATLANTIC BEACH, FLORIDA 32233

WILLIAM G. NOE, JR.
ALAN MICHAEL FOODY*
*FL & GA Bars

TELEPHONE 904/249-7241
FACSIMILE 904/247-1582

March 26, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

300001766268
-04/02/96--01000--014
***122.50 ***122.50

RE: BRISTOL INT'L, INC.

Dear Sirs:

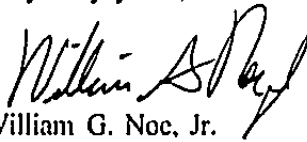
I am enclosing herewith an original and one copy of the Articles of Incorporation of BRISTOL INT'L, INC. I am also enclosing herewith my check in the amount of \$122.50 for the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$122.50

FILED
96 APR -1 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,


William G. Noc, Jr.
WGN/sb

AL APR - 8 1995

Enclosures

**CERTIFICATE OF INCORPORATION
OF
BRISTOL INT'L, INC.**

FILED
96 APR -1 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: **BRISTOL INT'L, INC.**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

TO DO ALL THINGS WHICH ARE
AUTHORIZED TO BE DONE BY
CORPORATIONS ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS ONE HUNDRED THOUSAND SHARES (100,000). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

ALL OF SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF INCORPORATORS, AT A MEETING CALLED FOR THAT PURPOSE.

ARTICLE IV

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 2118 SOFTWIND TRAIL, JACKSONVILLE, FLORIDA 32224. THE MAILING ADDRESS OF THIS CORPORATION SHALL BE 2118 SOFTWIND TRAIL, JACKSONVILLE, FLORIDA 32224.

ARTICLE VI

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE NOR MORE THAN FIVE.

ARTICLE VII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, THE BY-LAWS AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK B. BELL	2118 SOFTWIND TRAIL JACKSONVILLE, FLORIDA 32224

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND

HAVE QUALIFIED, ARE AS FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK B. BELL PRESIDENT, SECRETARY AND TREASURER	2118 SOFTWIND TRAIL JACKSONVILLE, FLORIDA 32224

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THIS
CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE X

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF
THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

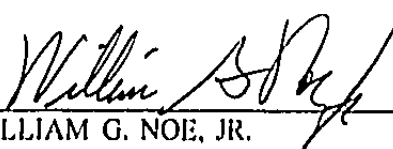
<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE XI

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY
A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A
TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM
TIME TO TIME PROVIDE FOR, AND ANY PERSON MAY HOLD TWO OR MORE OF
SUCH OFFICES. WHEN STOCKHOLDERS WHO HOLD A MAJORITY OF THE STOCK
SHALL BE PRESENT AT A MEETING OF THIS CORPORATION, HOWEVER CALLED
OR NOTIFIED, AND SHALL SIGN A WRITTEN CONSENT THERETO ON THE

RECORD OF THE MEETING, THE ACTS OF SUCH MEETING SHALL BE AS VALID AS IF LEGALLY CALLED AND NOTIFIED. THIS CORPORATION MAY PRESCRIBE AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS AND STOCKHOLDERS, INCLUDING PROVISIONS GOVERNING THE ISSUANCE OF STOCK CERTIFICATES TO REPLACE LOST OR DESTROYED STOCK CERTIFICATES; PROVIDED SUCH PROVISIONS ARE NOT CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE SUBSCRIBER AND INCORPORATOR HAS
HEREUNTO SET HIS HAND AND SEAL THIS 26TH. DAY OF MARCH, 1996.


WILLIAM G. NOE, JR.
REGISTERED AGENT AND
SUBSCRIBER

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT OF BRISTOL INT'L, INC.


WILLIAM G. NOE, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE, JR., TO ME WELL KNOWN AND KNOWN TO ME TO BE THE PERSON NAMED AS REGISTERED AGENT AND INCORPORATOR WHO SUBSCRIBED HIS NAME TO THE FOREGOING CERTIFICATE OF INCORPORATION OF BRISTOL INT'L, INC., AND WHO ACKNOWLEDGED TO AND BEFORE ME THAT HE SUBSCRIBED HIS NAME

FILED
96 APR -1 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO SAID CERTIFICATE OF INCORPORATION AS THE REGISTERED AGENT AND INCORPORATOR TO THE STOCK OF SAID CORPORATION, FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH, FLORIDA, DUVAL COUNTY, FLORIDA, THIS 26TH. DAY OF MARCH, 1996.

Debra A. Tomlin

NOTARY PUBLIC

PRINTED NAME: DEBRA A. TOMLIN

MY COMMISSION EXPIRES: _____

