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GAY AND GORDON ATTORNEYS, P.A.

800 FIRST AVENUE NORTH

P.O. BOX 265

ST. PETERSBURG, FLORIDA 33731

WILLIAM W. GAY (1919 - 1993)
SEYMOUR A. GORDON

TELEPHONE
(813) 800 0111
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April 15, 1996

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

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-04/17/96--01058--020
****122.50 ****122.50

Re: BELL FINANCIAL GROUP, INC.

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for the following corporation:

BELL FINANCIAL GROUP, INC.

My firm's check in the amount of \$122.50 is enclosed to cover the filing fees.

Please forward the certified copy of the Articles of Incorporation to my office, after filing.

Thank you for your assistance.

Sincerely yours,



Seymour A. Gordon

SAG/sa
Enclosures

APR 19 1996

BSB

FILED
96 APR 17 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BELL FINANCIAL GROUP, INC.

FILED
96 APR 17 PM 4:25
S. STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

BELL FINANCIAL GROUP, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation: This corporation may engage in every activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock having a nominal or par value of 50¢ per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation is to begin business is \$500.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 2618 Cove Cay Drive, #706, Clearwater, FL 34620. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
MICHELLE CRAMER	2618 Cove Cay Drive, #706 Clearwater, Florida 34620

ARTICLE IX

SUBSCRIBERS

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
MICHELLE CRAMER	2618 Cove Cay Drive, #706 Clearwater, Florida 34620	1,000

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

INITIAL OFFICERS

The officers who are to conduct the business of the corporation and serve as such until the next annual election of officers, or until their successors are duly elected and qualify, shall be as follows:

President:	Michelle Cramer
Vice President:	Michelle Cramer
Secretary:	Michelle Cramer
Treasurer:	Michelle Cramer

ARTICLE XII

REGISTERED AGENT

The directors shall have the power to appoint a person or persons as Registered Agent for this corporation and until his successor has been appointed, MICHELLE CRAMER, is and shall be the Registered Agent for this purpose. The Registered Office shall be 2618 Cove Cay Drive, #706, Clearwater, Florida 34620.

ARTICLE XIII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement, without a meeting, as provided in Florida Statutes 607.394 and the By-Laws.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who

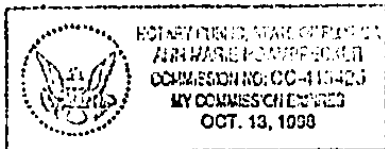
does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Michelle Cramer
MICHELLE CRAMER

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHELLE CRAMER, who ☒ is personally known to me or who ☐ produced _____ as identification, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles.

Witness my hand and official this 15th day of April, 1996.



Ace Chan Wambrecht
Notary Public
My commission expires:

FILED

96 APR 17 PM 4:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, MICHELLE CRAMER, of Clearwater, Pinellas County, Florida,
hereby agree to serve as the Registered Agent for BELL FINANCIAL
GROUP, INC., a Florida corporation.

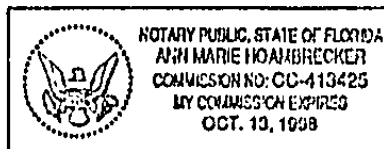
Michelle Cramer
MICHELLE CRAMER

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public,
personally appeared MICHELLE CRAMER, who ☒ is personally known to
me or who ☐ produced _____ as
identification, to me known to be the person described in and who
executed the foregoing Acceptance of Registered Agent and she
acknowledged executing the same for the purposes expressed therein.

Witness my hand and seal this 12th day of April, 1996.



Ann Marie Hoambrecker
Notary Public
My commission expires: