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May 23, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

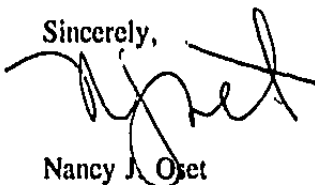
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Dear Sir/ Madam:

Enclosed are Articles of Incorporation for Belleair Investment Group, Inc. Please send confirmation to my office as well as a file stamped copy of the Articles. Enclosed please find check in the amount of \$122.50 for filing fee.

Thank you for your prompt attention to this matter.

Sincerely,



Nancy J. Oset

NJO:lg
Enclosures

FILED
96 MAY 28 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMS
6/3/96

**ARTICLES OF INCORPORATION
OF
BELLEAIR INVESTMENT GROUP, INC.**

FILED
96 MAY 28 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Belleair Investment Group, Inc.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4 Belleview Boulevard #205
Belleair, Florida 34616

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

Lil Cromer
4 Belleview Boulevard #205
Belleair, Florida 34616

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Lil Cromer
4 Belleview Boulevard #205
Belleair, Florida 34616

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

This corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BYLAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of MAY, 1996.

Lil Cromer

LIL CROMER, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 23 day of May, 1996 by Lil Cromer who is personally known to me or who produced _____ as identification.

N. J. Oset

NANCY J. OSET
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 23 day of MAY, 1996.

Lil Cromer
LIL CROMER
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA